



## Proprietary Association of Great Britain

### Standing Orders adopted in accordance with Article 40 (last update January 2024)

#### 1. **Defined terms**

The interpretation of these Standing Orders is governed by the provisions set out in the Schedule at the end of the Articles.

### **DELEGATION AND COMMITTEES**

#### 2. **Delegation to Persons**

In the case of delegation to persons by the Directors the resolution making the delegation must specify the person to whom the delegation is made, the powers which are delegated and any limitation on those powers.

#### 3. **Delegation to Committees**

##### 3.1 In the case of delegation to committees:

3.1.1 the resolution making the delegation must specify those who shall serve or be asked to serve on the committee (although the resolution may allow the committee to make co-options up to a specified number);

3.1.2 the composition of any committee shall be entirely in the discretion of the Directors and may comprise such of their number (if any) as the resolution may specify;

3.1.3 the deliberations of any committee must be reported regularly to the Directors and any resolution passed or decision taken by any committee must be reported promptly to the Directors and every committee must appoint a chair for that purpose;

3.1.4 the Directors may make such regulations and impose such terms and conditions and give such mandates to any committee as they may from time to time think fit; and

3.1.5 no committee shall knowingly incur expenditure or liability on behalf of the Association except where authorised by the Directors or in accordance with a budget which has been approved by the Directors.

3.2 The meetings and proceedings of any committee shall be governed by the Articles regulating the meetings and proceedings of the Directors so far as they apply and are not superseded by any regulations made by the Directors'.

#### 4. **Membership Committee**

4.1 The Directors shall appoint three of its members to a sub-Committee (the "**Membership Committee**") for the purpose of dealing with matters of membership.

4.2 All applications for membership must be accompanied by a full list of each proprietary medicine, medical device or food supplement advertised or offered for sale by the applicant, together with:

- 4.2.1 a statement of the composition, and the therapeutic and/or remedial effect claimed for each proprietary medicine in such form as the Membership Committee in each particular case may require;
- 4.3 This membership committee will operate according to the approved membership committee terms of reference
- 4.4 At the request of the Directors the membership committee may investigate a member company's procedures for ensuring compliance with the Association's Codes of Practice.
5. **Operations Group**
- 5.1 The Directors shall appoint an Operations Group consisting of up to 6 members. These will be the President, Vice Presidents and Honorary Treasurer, the Chief Executive and up to one other member selected to ensure there is a balance of skills and experience.
- 5.2 The Operations Group shall prepare budgets, manage the finances of the Association, oversee the progress of work programmes in line with budgets, deal with budget adjustments as necessary, and employment issues such as staff remuneration, staff performance and deployment.
- 5.3 The PAGB Chief Executive shall chair the Operations Group and may co-opt persons to serve on the group.
- 5.4 Co-opted members may not serve for longer than 2 years unless subsequently appointed by the Directors.
6. **Director Nominations and Elections**
- 6.1 An authorised representative of a member in accordance with Article 16.1 and 24.1 who is willing to act as a Director may be nominated by the members for election to the Board, subject to the nominations process set out in these Standing Orders.
- 6.2 In advance of the Annual General Meeting, the Board of Directors shall notify members of any upcoming vacancies on the Board, circulate the role description and competency requirements for Directors, and invite members to put forward candidates to be nominated for election to the Board.
- 6.3 On behalf of the members and in accordance with the Articles of Association and these Standing Orders, the Board of Directors is responsible for:
- 6.3.1 Regularly reviewing the structure, size and composition of the Board (including, skills, knowledge, experience and diversity) and making recommendations with regards to any changes or nominations to the Board;
- 6.3.2 Reviewing and approving the role descriptions and competency requirements for Directors, to ensure that candidates can be objectively assessed and the Board is able to make an informed decision when putting forward nominees;
- 6.3.3 Collating, reviewing and putting forward for election, nominees to fill vacancies on the Board or to be elected to the Board by the members in accordance with the process and eligibility criteria set out in the Articles of Association and these Standing Orders; and
- 6.3.4 Ensuring plans are in place for orderly succession to the Board of Directors when vacancies arise.

## 7. Delegation to Managers

### 7.1 Delegation to a Chief Executive or other manager or managers:

- 7.1.1 The delegated power will be specified in the job description of the Chief Executive or other manager or managers.
- 7.1.2 The job description will include a description of the extent to which contractual commitments may be entered on behalf of the Association including limits on financial expenditure with and without the specific approval of the directors or operations group.

## **PRESIDENTS, VICE PRESIDENTS, HONORARY TREASURER AND CHAIRMAN**

### 7.2 The President:

- 7.2.1 Ensures that the overall strategy of the Association is developed to meet its objectives;
- 7.2.2 Represents the industry at high level meetings;
- 7.2.3 Ensures the Directors fulfil their governance responsibilities;
- 7.2.4 Chairs the Directors meetings;
- 7.2.5 Chairs the Annual General Meeting;
- 7.2.6 Recruits the Chief Executive and acts as the line manager for the Chief Executive;
- 7.2.7 Is the final adjudicator in staff grievance procedures; and
- 7.2.8 Identifies his successor.

### 7.3 The Vice Presidents:

- 7.3.1 Act in the absence of the President;
- 7.3.2 Are expected to stand for election as President should a vacancy arise

### 7.4 The Honorary Treasurer:

- 7.4.1 Assists the Chief Executive to manage the day to day finances of the organisation;
- 7.4.2 Advises the Directors on matters to do with budget and finance of the association;
- 7.4.3 Shall serve until the next Annual General Meeting following his or her (re-)election when he or she must retire, unless re-elected in accordance with the Articles and these Standing Orders;
- 7.4.4 Cannot be employed or otherwise engaged by the same organisation(s) which employ(s) or otherwise engage(s) the President and Vice Presidents for the time being, or by any organisation(s) in its or their group;
- 7.4.5 Shall be overseen, in relation to his or her Honorary Treasurer role with the Association, by the board of the organisation which employs or otherwise engages him or her; and

- 7.4.6 Shall not attend Directors' meetings routinely and only as required from time to time by the Directors (such as in relation to matters of finance and budget).

## **DECISION MAKING BY DIRECTORS**

### **Proceedings of the Directors**

#### **8. Directors to take decisions collectively**

- 8.1 Any decision of the Directors must be either a majority decision at a meeting or a decision taken in accordance with standing order 14.

#### **9. Calling a Directors' meeting**

- 9.1 Two Directors may call a Directors' meeting.

- 9.2 A Directors' meeting must be called by at least seven Clear Days' notice unless either:

9.2.1 all the Directors agree; or

9.2.2 urgent circumstances require shorter notice.

- 9.3 Notice of Directors' meetings must be given to each Director.

- 9.4 Every notice calling a Directors' meeting must specify:

9.4.1 the place, day and time of the meeting;

9.4.2 the general nature of the business to be considered at such meeting; and

9.4.3 if it is anticipated that Directors participating in the meeting will not be in the same place, how it is proposed that they should communicate with each other during the meeting.

- 9.5 Notice of Directors' meetings need not be in Writing. Notice of Directors' meetings may be sent by Electronic Means to an Address provided by the Director for the purpose.

#### **10. Participation in Directors' meetings**

- 10.1 Subject to the Articles and these Standing Orders, Directors participate in a Directors' meeting, or part of a Directors' meeting, when:

10.1.1 the meeting has been called and takes place in accordance with the Articles; and

10.1.2 they can each communicate to the others any information or opinions they have on any particular item of the business of the meeting.

- 10.2 In determining whether Directors are participating in a Directors' meeting, it is irrelevant where any Director is or how they communicate with each other.

- 10.3 If all the Directors participating in a meeting are not in the same place, they may decide that the meeting is to be treated as taking place wherever any of them is.

**11. Quorum for Directors' meetings**

- 11.1 At a Directors' meeting, unless a quorum is participating, no proposal is to be voted on, except a proposal to call another meeting.
- 11.2 The quorum for Directors' meetings may be fixed from time to time by a decision of the Directors, but it must never be less than two.
- 11.3 If the total number of Directors for the time being is less than the quorum required, the Directors must not take any decision other than a decision:
  - 11.3.1 to appoint further Directors; or
  - 11.3.2 to call a general meeting so as to enable the members to appoint further Directors.

**12. Chairing of Directors' meetings**

The President, or in his or her absence another Director nominated by the Directors present, shall preside as chair of each Directors' meeting.

**13. Decision-making at meetings**

- 13.1 Questions arising at a Directors' meeting shall be decided by a majority of votes. In the case of an equality of votes, the chair of the meeting shall be entitled to a casting vote in addition to any other vote he or she may have.
- 13.2 But this does not apply if, in accordance with the Articles, the chair of the meeting is not to be counted as participating in the decision-making process for quorum or voting purposes.

**14. Majority Decisions without a meeting**

- 14.1 The Directors may, in the circumstances outlined in this Standing Order 14, make a majority decision without holding a Directors' meeting.
- 14.2 If:
  - 14.2.1 a Director has become aware of a matter on which the Directors need to take a decision;
  - 14.2.2 that Director has taken all reasonable steps to make all the other Directors aware of the matter and the decision;
  - 14.2.3 the Directors have had a reasonable opportunity to communicate their views on the matter and the decision to each other; and
  - 14.2.4 a majority of the Directors vote in favour of a particular decision on that matter;

a decision of the Directors may be taken by majority and shall be as valid and effectual as if it had been taken at a Directors' meeting duly convened and held.
- 14.3 Directors participating in the taking of a majority decision otherwise than at a Directors' meeting in accordance with this Standing Order 14:
  - 14.3.1 may be in different places, and may participate at different times; and

14.3.2 may communicate with each other by any means.

14.4 The President, or such other Director as shall be appointed by the Directors shall be the chair of the process of decision-making in accordance with this Standing Order 14. The process shall include:

14.4.1 circulation of the proposed decision with an indication of the time period for discussion and the date by which Directors are asked to cast their votes;

14.4.2 the nomination of a person to whom all Director's votes must be communicated;

14.4.3 if a majority of the Directors vote in favour of the decision, the nominated person shall communicate the decision to all the Directors and the date of the decision shall be the date of the communication from the nominated person confirming formal approval; and

14.4.4 the nominated person must prepare a minute of the decision in accordance with the Articles.

14.5 In the case of an equality of votes in any decision-making process in accordance with this Standing Order, the chair shall be entitled to a casting vote in addition to any other vote he or she may have. But this does not apply if, in accordance with the Articles, the chair or specified Director is not to be counted as participating in the decision-making process for quorum, voting or agreement purposes.

## 15. **Eligibility to be a Director**

15.1 If the number of Directors considered for election/re-election is greater than 16 then the election shall be conducted by a ballot.

15.2 No person may be appointed as a Director unless he or she has reached the age of 16 years.

15.3 No person shall be appointed a Director at any general meeting unless:

15.3.1 he or she is already a Director; or

15.3.2 at least 10 but not more than 35 Clear Days before the date appointed for the meeting, notice executed by a member qualified to vote at the meeting has been given to the Association of the intention to propose that person for appointment or reappointment stating the particulars which would, if he or she were so appointed or reappointed, be required to be included in the Association's register of Directors together with notice executed by that person of his or her willingness to be appointed or reappointed.

15.4 A Director who retires at an annual general meeting and who is not reappointed shall retain office until either:

15.4.1 the meeting appoints someone in his or her place; or

15.4.2 (if no one is appointed in his or her place) until the end of the meeting.

## 16. **Contents of Notice for a Meeting of Members**

16.1 Every notice calling a general meeting must specify the place, day and time of the meeting, whether it is a general or an annual general meeting, and the general nature of the business to be transacted.

16.2 If the general meeting is to be a Hybrid Meeting, the notice must contain the information specified in Standing Order 20.3 in addition to specifying the day, time and general nature of the business to be transacted.

16.3 If a special resolution is to be proposed, the notice must include the proposed resolution and specify that it is proposed as a special resolution.

16.4 In every notice calling a meeting of the Association there must appear with reasonable prominence a statement informing the authorised representative or nominated person of his or her right to appoint another person as his or her proxy at a general meeting.

17. **Service of notice**

Notice of general meetings must be given to every member, to the Directors and to the auditors of the Association.

18. **Postponement**

18.1 If, after the sending of notice of a general meeting, but before the meeting is held or, after the adjournment of a general meeting but before the adjourned meeting is held (whether or not notice of the adjourned meeting is required), the Directors consider that, due to circumstances beyond their control, proceeding with the general meeting on the date or at the time or place specified in the notice calling the general meeting would pose significant safety or other risks to the Association, the Directors and/or the members or wider public or would be in breach of any relevant laws or regulations, they may postpone the general meeting to another date, time and/or place.

18.2 When a general meeting is so postponed, notice of the date, time and place of the postponed meeting shall be given in such manner as the Directors may, in their absolute discretion, determine. Notice of the business to be transacted at such postponed meeting shall not be required.

18.3 No business shall be transacted at any postponed meeting other than business which might properly have been transacted at the meeting had it not been postponed.

18.4 If a general meeting is postponed in accordance with this Standing Order 18, the appointment of a proxy will be valid if a Proxy Notice is received at a Proxy Notification Address in accordance with the Articles and these Standing Orders not less than 48 hours before the time appointed for holding the postponed meeting. The Directors may decide that Saturdays, Sundays, and Public Holidays shall not be counted when calculating this 48 hour period.

19. **Attendance and speaking at general meetings**

19.1 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.

19.2 A person is able to exercise the right to vote at a general meeting when:

19.2.1 that person is able to vote, during the meeting (or in the case of a poll, within the time period specified by the chair of the meeting), on resolutions put to the vote at the meeting; and

19.2.2 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.

19.3 The Directors may, in their discretion, make such arrangements as they consider appropriate to enable those attending a general meeting to exercise their rights to speak or vote at it. Such arrangements may, without limitation, include arrangements involving telephone or video conferencing and/or use of electronic facilities and/or electronic platforms.

19.4 In determining attendance at a general meeting, it is immaterial whether any two or more members attending it are in the same place as each other.

19.5 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.

## 20. **Hybrid Meetings and Remote Attendance**

20.1 A hybrid meeting is a general meeting where the Directors have made arrangements to enable those attending the meeting to exercise their rights to speak and/or vote at the meeting either by physical attendance at the place specified in the notice of the meeting (the “**Primary Location**”) or by Remote Attendance (“**Hybrid Meeting**”). In this Standing Order 20, “**Remote Attendance**” means remote attendance at a general meeting by such means as are approved by the Directors in accordance with Standing Order 20.2 below.

20.2 The Directors may (but shall be under no obligation to) make such arrangements for Remote Attendance at a Hybrid Meeting as they may (subject to the requirements of the Companies Acts) decide. The entitlement of any person to attend a general meeting by Remote Attendance shall be subject to such arrangements.

20.3 In the case of a Hybrid Meeting:

20.3.1 the provisions of the Articles and these Standing Orders shall be treated as modified to permit such arrangements and in particular:

- (a) references in the Articles or these Standing Orders to a person attending and being present or present in person at the general meeting, including without limitation in relation to the quorum for the meeting and rights to vote at the meeting, shall be treated as including a person attending the meeting by Remote Attendance, unless the Articles or these Standing Orders expressly provide to the contrary; and
- (b) references in the Articles and these Standing Orders to the place of a general meeting shall be treated as references to the Primary Location;

20.3.2 the Directors must ensure that the notice of a Hybrid Meeting includes:

- (a) details of the Primary Location; and
- (b) details of the arrangements for Remote Attendance and any restrictions on Remote Attendance;

20.3.3 The Directors may decide:

- (a) how those attending via Remote Attendance may communicate with the meeting, for example by communicating with the chair in Writing using an electronic platform; and
- (b) how those attending via Remote Attendance may vote;



- 20.3.4 the arrangements for Remote Attendance may be changed or withdrawn in advance of the meeting by the Directors, who must give the members as much notice as practicable of the change;
- 20.3.5 in the event of technical failure or other technical issues during the meeting (including, for example, difficulties in establishing whether the meeting is quorate) the chair of the meeting may adjust or withdraw the arrangements for Remote Attendance and/or adjourn the meeting (if in his or her view this is necessary or expedient for the efficient conduct of the meeting).

## 21. **Quorum for general meetings**

- 21.1 No business (other than the appointment of the chair of the meeting) may be transacted at a general meeting unless a quorum is present.
- 21.2 The quorum shall be 10 persons entitled to vote on the business to be transacted (each being a proxy for a member or a duly authorised representative of a member).
- 21.3 If a quorum is not present within half an hour from the time appointed for the meeting, the meeting shall stand adjourned to the same day in the next week at the same time and place, or to such time and place as the Directors may determine, and if at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting those present and entitled to vote shall be a quorum.

## 22. **Chairing general meetings**

- 22.1 The President or in his or her absence some other Director nominated by the Directors shall preside as chair of every general meeting.
- 22.2 If neither the President nor any Director nominated in accordance with Standing Order 22.1 is present within fifteen minutes after the time appointed for holding the meeting and willing to act, the Directors present shall elect one of their number to chair the meeting and, if there is only one Director present and willing to act, he or she shall be chair of the meeting.
- 22.3 If no Director is present and willing to act as chair of the meeting within fifteen minutes after the time appointed for holding the meeting, the members present in person or by proxy and entitled to vote must choose one of the members present in person to be chair of the meeting. For the avoidance of doubt, a proxy holder who is not a member entitled to vote shall not be entitled to be appointed chair of the meeting.

## 23. **Attendance and speaking by Directors and non-members**

The chair of the meeting may permit other persons who are not the authorised representatives of members of the Association to attend and speak at a general meeting.

## 24. **Adjournment**

- 24.1 The chair of the meeting may adjourn a general meeting at which a quorum is present if:
  - 24.1.1 the meeting consents to an adjournment; or
  - 24.1.2 it appears to the chair 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.

- 24.2 The chair of the meeting must adjourn a general meeting if directed to do so by the meeting.
- 24.3 When adjourning a general meeting, the chair of the meeting must:
- 24.3.1 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
  - 24.3.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting.
- 24.4 If the continuation of an adjourned meeting is to take place more than 14 days after it was adjourned, the Association must give at least 7 Clear Days' notice of it:
- 24.4.1 to the same persons to whom notice of the Association's general meetings is required to be given; and
  - 24.4.2 containing the same information which such notice is required to contain.
- 24.5 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.
25. **Poll votes**
- 25.1 A poll on a resolution may be demanded:
- 25.1.1 in advance of the general meeting where it is to be put to the vote; or
  - 25.1.2 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.
- 25.2 A poll may be demanded by:
- 25.2.1 the chair of the meeting;
  - 25.2.2 the Directors;
  - 25.2.3 two or more persons having the right to vote on the resolution;
  - 25.2.4 any person, who, by virtue of being appointed proxy for one or more members having the right to vote on the resolution, holds two or more votes; or
  - 25.2.5 a person or persons representing not less than one tenth of the total voting rights of all the members having the right to vote on the resolution.
- 25.3 A demand for a poll may be withdrawn if:
- 25.3.1 the poll has not yet been taken; and
  - 25.3.2 the chair of the meeting consents to the withdrawal.
- 25.4 Polls must be taken immediately and in such manner as the chair of the meeting directs.

26. **Proxies**

26.1 A member through its authorised representative is entitled to appoint another person as its proxy to exercise all or any of its rights to attend and speak and vote at a meeting of the Association. A proxy must vote in accordance with any instructions given by the member by whom the proxy is appointed.

26.2 Proxies may only validly be appointed by a notice in Writing (a "**Proxy Notice**") which:

26.2.1 states the name and address of the member appointing the proxy;

26.2.2 identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;

26.2.3 is signed by or on behalf of the member appointing the proxy, or is authenticated in such manner as the Directors may determine;

26.2.4 is delivered to the Association in accordance with the Articles and Standing Orders and any instructions contained in the notice of general meeting to which they relate.

26.3 The Company may require Proxy Notices to be delivered in a particular form, and may specify different forms for different purposes.

26.4 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.

26.5 Unless a Proxy Notice indicates otherwise, it must be treated as:

26.5.1 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

26.5.2 appointing that person as a proxy in relation to any adjournment or postponement of the general meeting to which it relates as well as the meeting itself.

27. **Delivery of Proxy Notices**

27.1 The Proxy Notification Address in relation to any general meeting is:

27.1.1 the registered office of the Association; or

27.1.2 any other Address or Addresses specified by the Association as an Address at which the Association or its agents will receive Proxy Notices relating to that meeting, or any adjournment or postponement of it, delivered in Hard Copy Form or Electronic Form; or

27.1.3 any electronic Address falling within the scope of Standing Order 27.2.

27.2 If the Association gives an electronic Address:

27.2.1 in a notice calling a meeting;

27.2.2 in an instrument of proxy sent out by it in relation to the meeting; or

27.2.3 in an invitation to appoint a proxy issued by it in relation to the meeting;

it will be deemed to have agreed that any Document or information relating to proxies for that meeting may be sent by Electronic Means to that Address (subject to any conditions or limitations specified in the notice). In this Standing Order 27, Documents relating to proxies include the appointment of a proxy in relation to a meeting, any document necessary to show the validity of, or otherwise relating to, the appointment of a proxy, and notice of the termination of the authority of a proxy.

### **Attendance of member**

- 27.3 A person who is entitled to attend, speak or vote (either on a show of hands or on a poll) at a general meeting (including authorised representatives) remains so entitled in respect of that meeting or any adjournment or postponement of it, even though a valid Proxy Notice has been delivered to the Association by or on behalf of that person. If the person casts a vote in such circumstances, any vote cast by the proxy appointed under the Proxy Notice is not valid.

### **Timing**

- 27.4 Subject to Standing Orders 27.4 and 27.6, a Proxy Notice must be received at a Proxy Notification Address not less than 48 hours before the general meeting or adjourned or postponed meeting to which it relates.
- 27.5 In the case of a poll taken more than 48 hours after it is demanded, the Proxy Notice must be received at a Proxy Notification Address not less than 24 hours before the time appointed for the taking of the poll.
- 27.6 In the case of a poll not taken during the meeting but taken not more than 48 hours after it was demanded, the Proxy Notice must be:

27.6.1 received in accordance with Standing Order 27.4, or

27.6.2 given to the chair, Secretary (if any) or any Director at the meeting at which the poll was demanded.

### **Interpretation**

- 27.7 Saturdays, Sundays and Bank Holidays (in England) are not counted when calculating the 48 hour and 24-hour periods in this Standing Order 27.

### **Revocation**

- 27.8 An appointment under a Proxy Notice may be revoked by delivering a notice in Writing given by or on behalf of the person by whom or on whose behalf the Proxy Notice was given to a Proxy Notification Address.
- 27.9 A notice revoking the appointment of a proxy only takes effect if it is received before:
- 27.9.1 the start of the meeting or adjourned or postponed meeting to which it relates; or
- 27.9.2 (in the case of a poll not taken on the same day as the meeting or adjourned or postponed meeting) the time appointed for taking the poll to which it relates.

## **Execution**

27.10 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 appointor's behalf.

## **28. Written resolutions**

28.1 In relation to a resolution proposed as a written resolution of the Association the eligible members are the members who would have been entitled to vote on the resolution on the Circulation Date of the resolution.

28.2 A members' resolution under the Companies Acts removing a Director or an auditor before the expiry of his or her term of office may not be passed as a written resolution.

28.3 A copy of the written resolution must be sent to every eligible member together with a statement informing the member how to signify their agreement to the resolution and the date by which the resolution must be passed if it is not to lapse.

28.4 A member signifies their agreement to a proposed written resolution when the Association receives from him, her or it (or from someone acting on his, her or its behalf) an authenticated Document identifying the resolution to which it relates and indicating his, her or its agreement to the resolution.

28.4.1 If the Document is sent to the Association in Hard Copy Form, it is authenticated if it bears the member's signature.

28.4.2 If the Document is sent to the Association by Electronic Means, it is authenticated if the identity of the member is confirmed in a manner specified by the Directors or if it is accompanied by a statement of the identity of the member and the Association has no reason to doubt the truth of that statement or if it is from an email Address specified by the member to the Association for the purposes of receiving Documents or information by Electronic Means.

28.5 A written resolution is passed when the required majority of eligible members have signified their agreement to it.

28.6 A proposed written resolution lapses if it is not passed within 28 days beginning with the Circulation Date.

## **29. Amending Standing Orders**

29.1 Subject to the Articles of Association the Directors may make such amendments to the standing orders as they think fit.

**These Standing Orders were adopted on 24 January 2024.**