



Supporting the hair, beauty
and barbering industries

REGULATIONS
FOR THE CONDUCT OF GENERAL MEETINGS

Implemented February 2020

REGULATIONS FOR THE CONDUCT OF PROCEEDINGS AT GENERAL MEETINGS

In these regulations the term 'General Meetings' includes both Annual General Meetings and Extraordinary General Meetings of the members of the Federation (Rule 14)

1 Chairing Meetings

- 1.1 General meetings shall be chaired by the President or, if there is no President or the President is not present, then the meeting shall be chaired by the Vice President.
- 1.2 If the Chairman is not present within fifteen minutes of the time appointed for the meeting a representative of the Board nominated by those present shall chair the meeting.
- 1.3 If there are no Board members present or willing to act to chair the meeting then, if the meeting is quorate, the members present may resolve by a simple majority that the meeting shall be adjourned, usually for a period of seven days.

2 Quorum

- 2.1 No business shall be transacted at any general meeting unless a quorum is present.
- 2.2 A quorum is 40 members entitled to vote upon the business to be conducted at the meeting, including proxies and authorised representatives of organisations, except that
 - 2.3.1 The quorum shall be 100 members for a meeting requisitioned by 100 members in accordance with Rule 14.5.
- 2.3 If:
 - 2.3.1 a quorum is not present within half an hour from the time appointed for the meeting; or
 - 2.3.2 during a meeting a quorum ceases to be present;the meeting shall be adjourned to such time and place as the Chairman of the meeting shall determine for an Annual General Meeting or if the Board called the meeting or, if it was called by a member, it shall be dissolved.
- 2.4 If no quorum is present at the reconvened meeting within fifteen minutes of the time specified for the start of the meeting the members present at that time shall constitute the quorum for that meeting.
- 2.5 Those entitled to attend a general meeting and vote shall be the members of the Federation at the relevant date, including full

members and honorary members appointed on or before 31 December 2009 (and the members of the Board and auditors, in accordance with rule 15.3).

- 2.6 Trade members, honorary members appointed on or after 1 January 2010 and non-members of the Federation are not permitted to attend a general meeting or to vote.

3 Resolutions and Proposals from Members

- 3.1 Under Rule 14.4.5 members may notify the Chief Executive of any proposed item of business at least 40 days in advance. At the meeting, any proposals received in this way will be considered, discussed and voted on under normal procedures - see Appendix A.
- 3.2 No proposals may be submitted from the floor on the day of the meeting.
- 3.3 Rule Amendments:
- 3.3.1 No rule may be amended, revoked or created by special resolution unless at least 66% of the members present voting in person, by proxy, by post or by secure electronic voting at a general meeting of the Federation shall approve the alteration.
- 3.3.2 Generally the Board will put forward proposals involving the amendment, revocation or creation of rules but the members have the right to put forward such proposals on a written requisition under the provisions of Rule 14.5.
- 3.3.3 Although the members may vote in favour of an alteration to the Rules, that alteration will not come into effect until it is approved and registered by the Financial Conduct Authority.
- 3.4 Members may also put forward proposals which will be dealt with as ordinary resolutions. The resolution will only be passed if at least 50% of the members present in person or voting by proxy (online or by post) at a general meeting of the Federation shall approve the proposal.

4 Voting by Members

- 4.1 Subject to any Regulations made by the Board concerning the voting rights of different classes of members, every member, whether an individual or an organisation, shall have one vote (subject to Rules 17.1 to 17.6).
- 4.2 No member shall be entitled to vote at any general meeting or at any adjourned meeting if they owe any money to the Federation.

- 4.3 Any vote at a meeting shall be decided by use of voting cards. All cards displayed, either for or against the motion, will be counted and added to the proxy votes received, and the results announced.
- 4.4 The declaration by the Chairman of the result of a vote shall be conclusive.
- 4.5 The result of the vote must be recorded in the minutes of the Federation along with the number and proportion of votes cast.
- 4.6 If there is an equality of votes, whether on a show of hands or on a poll, the Chairman shall have a casting vote in addition to any other vote he or she may have.
- 4.7 Any objection to the eligibility of any voter must be raised at the meeting at which the vote is tendered and the decision of the Chairman shall be final.
- 4.8 Organisation votes
- 4.8.1 Any organisation that is a member of the Federation may nominate any person to act as its representative at any meeting of the Federation.
- 4.8.2 The organisation must have given written notice to the Federation of the name of its representative. The nominee shall not be entitled to represent the organisation at any meeting unless the notice has been received by the Federation. The nominee may continue to represent the organisation until written notice to the contrary is received by the Federation.
- 4.8.3 Any notice given to the Federation will be conclusive evidence that the nominee is entitled to represent the organisation or that their authority has been revoked. The Federation shall not be required to consider whether the nominee has been properly appointed by the organisation.

APPENDIX A - PROCEDURES FOR SETTING UP, RUNNING AND COMPLETING ANY GENERAL MEETING

1. Before the Meeting

Annual General Meeting (“AGM”)

- For an AGM, the date for the meeting will be published following the previous year’s meeting, or as soon as possible after the Board meeting at which the next year’s date is agreed.
- The date will be published on the NHBF website and in Salon Focus and in the NHBF e-newsletter, at least one edition before the AGM takes place.
- If, due to the number or complexity of proposed rule changes more time is required, an invitation may be issued to a one-hour open discussion before the formal AGM starts to provide attendees with an opportunity to ask questions and gain clarification on the proposals.
- The Chief Executive (“CEO”), in conjunction with the Chair, compiles the AGM agenda for review by the Board, including any items of business proposed by a member. The Board will decide whether or not to support the proposal which will then be added to the proxy voting form.
- The Admin team will acknowledge receipt of a proposal received from a member in writing within 10 working days.
- The CEO prepares documentation packs to be sent out and/or published as appropriate at least 21 days in advance.
- Documentation to include information to members on all resolutions due for voting at the meeting. For each resolution:
 - Provide a document which includes arguments supporting the resolution (supplied by the proposer or CEO) and arguments against or context if more appropriate (possibly supplied by the Board or CEO), not greater than half an A4 page each;
 - Add a voting box per resolution on the proxy voting form.
- Proxy votes will remain in their sealed envelopes until the deadline for receipt of proxy votes has passed. They will then be opened and counted by an individual who does not have the right to vote, usually the CEO. The count will be witnessed by one other person who may be a member of NHBF staff or a member of the Board. A record of the number of votes cast for and against each resolution will be kept.
- Ensure that spare sets of meeting papers and voting cards are available on the day.

Extraordinary General Meeting (“EGM”)

- Receipt of a request from one of the Board or a group of members is sufficient to instigate an EGM:
- The procedures for an EGM are the same as for an AGM except as follows:
 - The request will be received by the Chair or CEO, who will notify the Board.
 - Admin team will acknowledge receipt of the request in writing within 10 working days.
 - If the request has come directly to CEO, inform the Chair of receipt.
 - Chair and CEO to decide if request is valid.
 - If no, CEO to write to proposer giving reasons for refusal.
 - If yes, make arrangements for EGM as above.
 - The date for the meeting will be decided following the decision to run an EGM.
 - Inform proposer that:

- He/she must prepare a 2 minute summary to be read out at the meeting, a copy of which must be forwarded to the NHBF office at least 5 working days prior to the meeting;
- The statement will be used to propose the issue on member voting forms and must not be longer than half an A4 page.

2. Running the Meeting

- Set up room for meeting, making voting cards available for all attendees.
- Ensure that any proxy votes (online or by post) received prior to the meeting have been counted and annotated and take them to the meeting.
- Stewards will ensure that only members are admitted to the meeting.
- A register should be provided for signatures of those members who do not present membership cards.
- The CEO (or delegated individual) will take minutes and note actions to be taken.
- The Chair decides if the meeting is quorate and proceeds to agenda.
- To run a vote:
 - i. 2 delegated tellers take their places at the front of the room.
 - ii. The CEO reads out the proposal.
 - iii. The proposer (if present) is given 2 minutes to summarise the context for the proposal. If the proposer is not present, or the proposer is the Board, this is read out by the CEO or Chair.
 - iv. The Chair will take questions and/or statements from the floor, debates lasting usually no more than 15 minutes per agenda item.
 - v. The Chair will ask for a seconder for the proposal.
 - vi. The CEO will ask for votes by use of YES/NO voting cards.
 - vii. The votes are counted by no less than 2 delegated tellers and added to the proxy votes already received.
 - viii. The Chair declares the decision and the voting result is recorded.

3. After the Meeting

- Collect all paperwork, including voting cards, from the room.
- Minutes and actions to be written up and drafts distributed within 10 working days.
- For an EGM, CEO to send a written result of relevant vote to any proposer unable to be present for the vote.

4. Items for the agenda

- 1 Welcome
- 2 Notice convening the AGM
- 3 To receive and approve the minutes of the previous AGM
- 4 Matters arising
- 5 Appointment of auditors for the coming financial year
- 6 Installation of officers and Board members
- 7 Annual report and accounts for the previous financial year
- 8 Chief Executive's report
- 9 Any decision requiring members' approval
- 10 Items of business notified to the Chief Executive at least 40 days in advance