



Chartered  
Institute of  
Editing and  
Proofreading

# **Standing orders for annual general meetings**

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## Introduction

These standing orders are to guide Council and members in navigating proceedings at the annual general meeting (AGM) of the Chartered Institute of Editing and Proofreading (CIEP). These standing orders are made under regulation 14.7 of the **Institute's Regulations** and will be updated in the event of any changes to its governing documents.

## Matters to be discussed

The primary business of the AGM is to elect the Council of the CIEP, to approve the annual report and accounts, and to conduct any other business of which notice has been given. Regulation 15.5 of the Institute's Regulations list the items to be discussed at the AGM. No other business may be discussed except at the direction of the Council (clause 26(i) of the **Institute's Bylaws**).

These points need not be discussed in the order given in the Regulations; the chair has discretion to prepare the AGM's agenda.

## Quorum

A quorum for the AGM is defined in clause 28 of the Institute's Bylaws:

At any General Meeting a quorum shall be thirty Voting Members, including at least five members of the Council of the Institute present in person or by proxy, of whom at least twenty shall be present in person.

'Present in person' is defined as including those voting in an electronic AGM (e-AGM).

If, within half an hour of the appointed start time of the AGM, a quorum is not present, the meeting shall be dissolved (clause 26(iii)).

## Voting and proxies

Votes shall be determined by simple majority, except for special resolutions, which shall be determined as set out in clause 17 of the Institute's Bylaws.

Each Voting Member (ie Professional or Advanced Professional Member) shall have one vote.

Any Voting Member can appoint a proxy to vote in their stead if they are unable to attend the AGM, unless the AGM is held electronically. Regulation 14.6 states (with emphasis added):

14.6.1 Each Voting Member who is unable to attend an in-person general meeting at which they are entitled to attend and vote shall be entitled to appoint a proxy to cast that vote by completing the Proxy Voting Form, available from the Council.

14.6.2 Proxy votes may only be cast by a Voting Member who is entitled to attend and vote at the meeting for which the proxy has been appointed.

14.6.3 Completed and signed Proxy Voting Forms must be received by the Council as instructed in the Notice of General Meeting at least two full days before the date of the meeting.

14.6.4 No proxy votes are permitted for general meetings where votes are to be cast using an electronic ballot.

## **Procedural rules**

So that the AGM can proceed effectively and without delay, the following standing orders will be observed.

### **General**

1. In 2022, the AGM will be held in two parts.
  - a. The first part will be a question-and-answer (Q&A) session to be held on Monday 19 September 2022, 4–5.30pm BST.
  - b. The second part will be the formal AGM proceeding, at which the results of the voting will be announced, to be held on Thursday 22 September 2022, 1–2pm BST.

### **Q&A session**

2. The chair will prepare an agenda for the Q&A session and guide members through the items, inviting comments and questions on each one.
3. The Q&A session is an opportunity for any member and the CIEP Council to discuss issues arising from the annual report and accounts or any other business. Questions may be submitted in person during the meeting or in advance.

4. The Q&A session is also that part of the AGM at which a member who has proposed a resolution according to the procedures set out in regulation 15.3 of the Institute's Regulations may speak to that resolution and respond to questions or comments.
5. Any member may speak for no more than five minutes on any one question or resolution, except where further time is permitted at the absolute discretion of the chair.
6. The proposer of a resolution may speak for no more than an additional five minutes in total to respond to any questions or comments.
7. The chair may, at any time they consider a matter to have been discussed at sufficient length, decline to allow further questions or comments.
8. The chair may additionally publish responses to further questions or comments (including on resolutions) and may refer members to these published statements should a question be repeated during the Q&A session.

## Voting

9. Voting in 2022 will take place electronically over seven days:
  - a. Voting opens on Thursday 15 September, 9am BST.
  - b. Voting closes on Wednesday 21 September, 6pm BST.
10. Only Voting Members (ie current Professional and Advanced Professional Members) may participate in voting.
11. Voting Members are entitled to one vote (regulation 14.5) per item.

## Formal AGM proceedings

12. The chair will prepare an agenda for the formal AGM proceedings and guide members through the items, which will include the relevant items set out in regulation 15.5 and the results of the voting.
13. There will be no opportunity for members to raise further questions during these proceedings, although the chair may allow comment at their absolute discretion.
14. The chair of the Council shall act as the chair during the AGM (clause 27 of the Institute's Bylaws).
  - a. If the chair is absent, the vice-chair shall act as chair; if the chair and vice-chair are absent, any other member of the Council shall act as chair.
  - b. If, within 15 minutes of the appointed start time of the AGM, no member of the Council is present, the Voting Members present shall choose one of their number to chair the meeting (regulation 14.4).