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GENERAL MEETING STANDING ORDERS

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GENERAL MEETING STANDING ORDERS

NB An asterisk (*) against a paragraph or sub-paragraph of a Standing Order indicates that it is laid down by Article, as shown on page 9.

1. RIGHT TO ATTEND

Attendance is open to –

- *1.1 all Company Members of ETTA Limited;
- *1.2 all Affiliated Members
- *1.3 persons validly appointed as Proxies by Company Members
- *1.4 other persons with the permission of the chairman of the meeting.

2 ACCREDITATION BY PROXIES

- *2.1 A proxy may validly be appointed only by a notice in writing (a “proxy notice”) which:
 - 2.1.1 states the name and address of the Company Member appointing the proxy;
 - 2.1.2 identifies the person appointed to be that Company Member’s proxy and the general meeting in relation to which that person is appointed;
 - 2.1.3 is signed by or on behalf of the Company Member appointing the proxy, or is authenticated in such manner as the directors may determine; and
 - 2.1.4 is delivered to the Company in accordance with the Articles and any instructions contained in the notice of the general meeting to which it relates.

3 CHAIRMAN OF THE MEETING

- *3.1 The Chairman shall chair general meetings if present and willing to do so.
- *3.2 If the Chairman is unwilling to chair the meeting or is not present within ten minutes of the time at which a meeting was due to start the directors present, or (if no directors are present), the meeting must appoint a director or Company Member to chair the meeting, and the appointment of the chairman of the meeting must be the first business of the meeting.
- *3.3 The person chairing a meeting in accordance with Article 39 is referred to as “the chairman of the meeting”.

4 QUORUM

- *4.1 No business other than the appointment of the chairman of the meeting is to be transacted at a general meeting if the persons attending it do not constitute a quorum.
- *4.2 The quorum for a general meeting may be fixed from time to time by a decision of the Company, but it must never be less than ten and unless otherwise fixed it is ten.
- *4.3 If the persons attending a general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum, or if during a meeting a quorum ceases to be present, the chairman of the meeting must adjourn it.

5 AMENDMENTS TO RESOLUTIONS

Special Resolutions

- *5.1 A special resolution to be proposed at a general meeting may be amended at the meeting by ordinary resolution, if:
 - *5.1.1. the chairman of the meeting proposes the amendment at the general meeting at which the resolution is to be proposed, and
 - *5.1.2 the amendment does not go beyond what is necessary to correct a grammatical or other non-substantive error in the resolution.
 - 5.1.3 in the event that a special resolution is tabled which provides alternative wording to a special resolution.
- 5.2 In the event that a special resolution has been tabled which provides alternative wording to an original special resolution, it shall only be voted upon if the original special resolution has first been passed by receiving the required majority.

Ordinary Resolutions

- *5.3 An ordinary resolution to be proposed at a general meeting may be amended at the meeting by ordinary resolution if:
 - 5.3.1 notice of the proposed amendment is given to the Company in writing by a person entitled to vote at the general meeting at which it is to be proposed not less than 48 hours before the meeting is to take place (or such later time as the chairman of the meeting may determine), and
 - 5.3.2 the proposed amendment does not, in the reasonable opinion of the chairman of the meeting, materially alter the scope of the resolution.
- 5.4 An amendment to an ordinary resolution shall be voted upon ahead of the original resolution, and if it is carried, then the original resolution as amended

- shall be voted upon. If the amendment fails, then the unamended original resolution shall be voted on.
- *5.5 If the chairman of the meeting, acting in good faith, wrongly decides that an amendment to a resolution is out of order, the chairman's error does not invalidate the vote on that resolution.
- 5.6 A resolution may only be withdrawn by the chairman of the meeting if:
- 5.6.1. the resolution was proposed by the Directors and not by Company Members in accordance with section 303 of the Companies Act 2006, and
 - 5.6.2 the resolution is redundant; and
 - 5.6.3 the General Meeting approves the withdrawal by ordinary resolution
- 6 PERSONS ELIGIBLE TO SPEAK AND VOTE
- *6.1 Company Members (or their proxies) shall have the right to speak and vote and Affiliated Members may speak with the permission of the chairman of the meeting.
- *6.2 The chairman of the meeting may permit other persons who are not Company Members to speak, but not to vote.
- 7 CONDUCT OF DEBATE
- 7.1 Every speaker physically present shall stand and address the chairman of the meeting once invited to speak. They shall first state their name and the organisation (if any) on behalf of which he is speaking.
 - 7.2 Members attending online and wishing to speak on any resolution should add their name, who they represent and whether they wish to speak for or against the resolution to the 'Q & A' box, which will be monitored to try and enable the Chairman to achieve a balanced discussion. All questions or contributions should be made verbally, and the 'Q & A' should not be used to type questions or comments.
 - 7.3 Time Limit for Speeches: The speech of the proposer of a resolution or of any subsequent speaker thereon shall not exceed four minutes in length, except by the consent of the meeting which shall be ascertained without debate. When an extension of time is allowed it shall not be for more than four minutes at a time.
 - 7.4 Except as provided by Standing Order 7.6, no person shall address the meeting more than once on any one resolution or amendment but, if directed by the chairman, they may reply to questions or give further information.
 - 7.5 The proposer of an un-amended original proposal may speak for four minutes in reply at the end of the debate. If the proposer of the original proposal is not present, and following any debate, the proposal shall be put forthwith.
 - 7.6 The exception to Standing Order 7.3 is that a Company Member shall be entitled to ask more than one question on the Accounts, provided that the

questions relate to different sections of the Accounts or the subjects of the questions are, in the view of the chairman of the meeting, not intricately connected.

- 7.7 Except by leave of the chairman of the meeting, the right of reply shall not extend to the proposer of an amendment that, having been carried, has become a substantive resolution.
- 7.8 After the reply, the question shall be put forthwith.

8 FORMAL RESOLUTIONS

8.1 THAT THE QUESTION BE NOW PUT

- 8.1.1 It shall be competent for any Company Member who has not spoken on the matter before the meeting to move without debate at the close of the speech of any other person that the question be now put, and this proposal (“that the question be now put”) if seconded, shall be put forthwith and decided by a show of hands of Company Members.
- 8.1.2 If carried, the matter originally under discussion shall be voted upon without further debate subject only to the proposer’s right of reply.

8.2 THAT THE MEETING PROCEED TO NEXT BUSINESS

- 8.2.1 It shall be competent for any Company Member who has not spoken on the matter before the meeting to move without debate at the close of the speech of any other person that the meeting do proceed to next business, and this proposal (“that the meeting proceed to next business”) if seconded shall be put forthwith and decided by a show of hands of Company Members.
- 8.2.2 When a proposal is carried that the meeting do proceed to next business, the question under discussion shall be considered as dropped.
- 8.2.3 During the same debate, a second proposal that the meeting do proceed to next business shall not be moved within half an hour.

8.3 THAT THE CHAIRMAN DO LEAVE THE CHAIR

- 8.3.1 This proposal may be proposed only by a Company Member.
- 8.3.2 The proposer of such proposal shall inform the meeting of the reason.
- 8.3.3 If the proposal be seconded it shall be put forthwith and decided by a show of hands of Company Members.
- 8.3.4 If the proposal be carried, the chairman shall leave the chair until such time as the meeting resolve that he resume it, his place being filled in accordance with the provisions of Standing Order 3.1.

9 VOTING – SHOW OF HANDS

- *9.1 A resolution put to the vote of a general meeting must be decided on a show of hands unless a poll is duly demanded in accordance with the Articles.
- *9.2 On a show of hands, every person present as a Company Member or a Proxy shall have 1 vote.

9.3 Unless a Card Vote (poll) is duly demanded a declaration by the chairman of the meeting that a resolution has been carried or carried by a particular majority or has been lost or has failed to obtain a particular majority, confirmed by an entry to that effect in the Minutes of the meeting shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour of or against the proposal.

10. ELECTRONIC VOTE (POLL)

*10.1 A poll on a resolution may be demanded:

10.1.1 in advance of the general meeting where it is to be put to the vote, or

10.1.2 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.

*10.2 A poll may be demanded by:

10.2.1 the chairman of the meeting, or

10.2.2 the directors; or

10.2.3 two or more persons having the right to vote on the resolution; or

10.2.4 a person or persons representing not less than one tenth of the total voting rights of all the Company Members having the right to vote on the resolution.

*10.3 A demand for a poll may be withdrawn if:

10.3.1 the poll has not yet been taken, and

10.3.2 the chairman of the meeting consents to the withdrawal.

*10.4 A poll must be taken immediately and in such manner as the chairman of the meeting directs.

10.5 The demand for a Electronic Vote shall not prevent the continuance of the meeting for the transaction of any business other than the question on which the Electronic Vote has been demanded.

11. VOTE VALUES IN ELECTRONIC POLL VOTE

*11.1 On a poll the vote of a Company Member shall count as the following number of vote units:

11.1.1 Individual Company Member: 1 vote unit

11.1.2 League Representative Company Member: 1 vote unit for each player registered to take part in the league competition of the Local League by which he is appointed.

11.1.3 County Representative Company Member: 1 vote unit for each vote unit held by the League Representative Company Members appointed by Local Leagues affiliated to the County Association by which he is appointed.

*11.2 In the case of an equality of votes, whether on a show of hands or on a poll, ~~the resolution shall fail. the person who is chairing the meeting shall have a second, or casting, vote on matters relating to finance but not on any other matters; in any other case the resolution shall fail.~~

12 MAJORITIES REQUIRED

*12.1 A special resolution shall require a 75% majority of the votes cast in favour as defined in Section 283 of the Companies Act 2006.

*12.2 An ordinary resolution shall require only a simple majority as defined in Section 282 of the Companies Act 2006.

13 TELLERS/SCRUTINEERS

13.1 No Tellers shall be appointed for this AGM as the Electronic (poll) votes will be counted using the Mi-Voice software, and overseen by the Returning Officer and the scrutineers.

14 SUSPENSION OF STANDING ORDER(S)

Provided the Articles are not contravened, any of these Standing Orders may be suspended without previous notice if a proposal to suspend specified Standing Order (s) be carried by the affirmative vote by a show of hands of not less than two thirds of the Company Members present and voting.

15 ADJOURNMENT

*15.1 The chairman of the meeting may adjourn a general meeting at which a quorum is present if:

15.1.1 the meeting consents to an adjournment, or

15.1.2 it appears to the chairman 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.

*15.2 The Chairman of the meeting must adjourn a general meeting if directed to do so by the meeting.

*15.3 When adjourning a general meeting, the chairman of the meeting must:

15.3.1 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

15.3.2 have regard to any directions as to the time and place of any adjournment which have been given by the meeting

*15.4 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.

16 CHAIRMAN'S AUTHORITY

Subject to Standing Order 8.3, the decision of the chairman on any point shall be final and any person disobeying the ruling of the chairman may be suspended from participation in the business of the meeting by ordinary resolution of the meeting.

NOTE: The paragraphs or sub-paragraphs of Standing Orders marked * are laid down by Articles, as follows:

<u>Standing Order</u>	<u>Article</u>
1.1	37.4
1.2	37.4
1.3	44.1
1.4	37.5
2.1	44.1
3.1	39.1
3.2	39.2
3.3	39.3
4.1	38.1
4.2	38.2
4.3	40.1
5.1	46.3
5.3	46.4
5.5	46.5
6.1	37.4
6.2	37.5
9.1	41.1
9.2	41.2
10.1	43.1
10.2	43.2
10.3	43.3
10.4	43.4
11.1	41.3
11.2	41.4
12.1	3.1
12.2	3.1
15.1	40.2
15.2	40.3
15.3	40.4
15.4	40.6