



STANDING ORDERS FOR A MEMBERS' MEETING

EFFECTIVE FROM 15 OCTOBER 2026

Agreed by the Board of Directors on Thursday 15 October 2026 These standing orders will be reviewed no later than 31 May 2027 following the completion of the Society governance review

INTERPRETATION

- "Amendment" means a proposed amendment submitted in accordance with the Rules.
- "Board" means the Board of Directors of the Society.
- "Chair" means the person presiding over the Meeting.
- "Director" is any member of the Board of Directors as defined in the Rules.
- "Meeting" means a Society Ordinary Meeting, such as the Annual, Interim Meeting, or a Special Members' Meeting.
- "Member", "Motion", "Original Motion", "Proposer", and "Seconder" have the meanings set out in these Standing Orders.
- "President" is the President of the Society as defined in the Rules.
- "Rules" means the registered Rules of the Society.
- "Secretary" is the Society Secretary.
- "the Society" means Central England Co-operative Limited, trading as OurCoop.
- "Standing Orders" means these standing orders.

1. These Standing Orders are made pursuant to Rule 73. In the event of any conflict between these Standing Orders and the Rules, the Rules take precedence.

CHAIRING THE MEETING

2. The Meeting is chaired by the President of the Society, or in their absence another Director. Where it is known by the time of the Board meeting immediately preceding the Members' Meeting that the President will not be present at the Meeting, the Board will agree who is to chair the meeting. Otherwise, Directors present will agree either by simple majority before the meeting, or immediately at the start of the meeting, who is to chair. Where no Director is present at the meeting, Rule 67 provides that the meeting shall determine which Member chairs that meeting. Where this provision is to be used, the Secretary will call for nominations for a chair. Where only one nomination is received, the Secretary shall put that to a show of hands vote of those present. Where multiple nominations are received, the Chair shall be elected.
3. The Chair shall have the power to determine questions of procedure at the meeting, subject to the Rules and these Standing Orders. In the event of an equality of votes, pursuant to rule 66, the Chair has a second or casting vote.

AGENDA

4. The only items on the agenda of a Members' Meeting are those specified in the notice circulated in advance of the meeting. No other item is to be permitted.
5. The business of the agenda should be concluded with 2 hours from the meeting start time, unless the meeting agrees to extend its running time.

QUESTIONS

6. Where the agenda includes a question-and-answer session, the Chair shall seek to facilitate a broad range of questions from a range of members, through whatever participation channels are being used for that meeting.
7. The Chair is empowered to limit the length of questions to no less than 1 minute. Members will generally not be invited to ask multiple questions where others wish to ask a question. The Chair may curtail a question where it is on a subject already covered within that Meeting.
8. The Chair has discretion to invite anyone to respond to the question, whether an officer, colleague, or Director. The Chair may also direct that the question will instead be subsequently answered in writing.

BEHAVIOUR OF PARTICIPANTS

9. The Chair is empowered to take necessary steps to ensure a meeting is conducted in a respectful manner. Any person not adhering to directions from the Chair to this effect may be asked to leave the meeting or removed from any digital platform facilitating access. The Chair may delegate said removal, and/or the power to determine an enact the removal, to the Secretary or their delegates.

MOTIONS

PROPOSING AND SECONDING

10. Motions must be submitted in advance of the Members' Meeting, utilising the process set out in Rule 44(e). Where a motion is included on the agenda, the following applies.
11. Motions must be proposed at the meeting, by the Proposer of the motion. Where the submitter of the motion is not present, the motion will fall, unless the Chair of the Meeting exercises discretion to allow an alternative Member to propose the motion.
12. The Proposer of the motion will be permitted no less than 5 minutes to propose their motion. The text of the motion will have been circulated in advance and will be present in the meeting physically and/or digitally for members to view.

13. The Chair of the Meeting shall then ask whether the motion is seconded. Any member can second a motion. A motion can be seconded by a Member simply saying “seconded” or something to that effect. Alternatively, the Secunder of a motion shall be allowed not less than 2 minutes to speak to second the motion.
14. Once a motion is proposed and seconded, it becomes the property of the meeting. The motion can only be withdrawn where the Proposer and Secunder agree, and where there is no dissent from members present. Where any member dissents, the motion should stand. Where the motion is not proposed and seconded, the motion falls and no debate or vote on the motion shall take place.

UNAMENDED MOTION

15. Where there are no amendments, the Chair shall invite members to speak on the motion. The Chair may invite people to speak to the motion, providing not less than 1 minute to a speaker. The Chair may limit the number of speakers to a motion to not less than 4. Where there are a greater number of members indicating a wish to speak, the Chair may ask members to indicate whether they intend to speak in favour or against the motion and I invite speakers representing both sides of the debate. The Chair may also invite members to speak to the motion as part of the Questions and Answers section of the meeting.
16. The Chair may call a Board Director (which may be themselves, or another), to respond to the motion. The Proposer of the motion has the final right of reply before a motion is taken to a vote.
17. The Chair will put the motion to a vote. The Chair will have discretion in determining the point at which this vote is called but shall take note of any calls by members to put the matter to the vote. Subject to Rule 63 (which permits a ballot to be used where demanded by the Board, or by ten members present at the meeting), a vote will take place by show of hands or any other method that facilitates real-time voting within the Meeting. Members will either vote for or against the amendment (using those or another formulation of words representing a binary choice). Abstentions will be permitted at the option of the Chair.

AMENDMENTS TO MOTIONS

18. Rule 44(e) provides that any amendments to proposals appearing on the meeting notice must be submitted not less than 14 Clear Days before the date of the meeting. As such, no amendment to a motion can be tabled during the Meeting itself.
19. Where an amendment has been received in advance, the Chair of the Meeting shall invite the Amendment Proposer to set out their amendment. They shall be allowed not less than 3 minutes to talk to their amendment. The text of the amendment will have been circulated in advance and will be present in the meeting physically and/or digitally for members to view.

20. The Chair will ask whether the amendment is seconded. Any Member can second an amendment. An amendment can be seconded by a Member simply saying “seconded” or something to that effect. Alternatively, the Secunder of an amendment shall be allowed not less than 2 minutes to speak the motion.
21. Where the motion is proposed and seconded, the motion becomes the property of the meeting. The Chair may invite people to speak to the amendment, providing not less than 1 minute to a speaker. The Chair may limit the number of speakers to an amendment to not less than 4. Where there are a greater number of members indicating a wish to speak, the Chair will ask members to indicate whether they intend to speak in favour or against the motion and will invite speakers representing both sides of the debate.
22. The proposer of an amendment does not have a right to reply to the discussion on the amendment. The Proposer of the Original Motion does have a right to speak to the amendment.
23. The Chair will put the amendment to a vote. The Chair will have discretion in determining the point at which this vote is called but shall take note of any calls by members to put the matter to the vote. Subject to Rule 63 (which permits a ballot to be used where demanded by the Board, or by ten members present at the meeting), a vote will take place by show of hands or any other method that facilitates real-time voting within the Meeting. Members will either vote for or against the amendment (using those or another formulation of words representing a binary choice).
24. Where an amendment passes, the original motion stands as amended. Where the amendment fails, the original motion stands as submitted.
25. Where there are multiple amendments, these will be taken in the order in which they impact the wording of the original motion. For example, an amendment to line 1 shall be taken before an amendment to line 2. Where the amendment impacts multiple parts of the motion, the Secretary shall discuss and recommend a suggested ordering to the Chair of the meeting, who shall take the decision on how to proceed.

AMENDED MOTIONS

26. Where a motion has been successfully amended, the motion is the property of the meeting. The motion can only be withdrawn where the Proposer and Secunder of both the Original Motion, and the amendment, have agreed, and where the Chair has subsequently confirmed with the meeting that there is no dissent to the withdrawal of the motion.
27. The Chair shall then invite members to speak to the Amended Motion, following the procedure in Paragraph 15 of these Standing Orders. The Proposer of the Amendment shall have no right of reply. The Proposer of the Original Motion shall have a right to reply. The Chair may invite a Board Director (which may be themselves, or another) to set out



the Board's view. The Chair will put the amended motion to the vote following the procedure in Paragraph 17 of these Standing Orders.

ADJOURNMENT

28. A quorate meeting may be adjourned pursuant to Rule 69, where the Chair is of the view that it is "necessary to protect the safety of any persons attending the meeting or to ensure that the business of the meeting is conducted in an orderly manner". The Chair has complete discretion to call an adjournment to a meeting.
29. A meeting may also be adjourned for any other reason, providing the Members in that Meeting vote for that adjournment by simple majority.
30. Where a meeting is to be adjourned, the Chair can propose that the meeting take place at the same time 7 days later, online.
31. Members can, alternatively, pursuant to Rule 71, direct the date, time and place for the adjourned meeting, providing it is within 30 days of that Meeting. Any meeting taking place more than 14 days later is subject to the same notice requirements as the original meeting (Rule 71).