

1 - Introduction

- 1 The Articles of Association and the Bye Laws do not fully define all aspects of the governance of the Austrian Alpine Club (UK) Limited. Neither are they intended to. There are a number of points of detail which are better defined elsewhere, and in a document that is simpler to change.
- 2 Article (of Association) 9.4 empowers the Directors to make Standing Orders, to govern proceedings at general meetings.
- 3 This document is the Standing Orders, and clarifies a number of areas in detail, relating to general meetings of the Company.
- 4 These Standing Orders will be made available on the AAC(UK) website, and on request from the AAC(UK) Office.
- 5 In the event of a conflict between the Articles of Association, or the Bye Laws, and these Standing Orders, the Articles of Association and the Bye Laws shall take precedence.

2 - Nomination of Candidates for Election as Directors

- 1 Article 7.10 defines some aspects of the process for nominating a candidate for election as a Director. This Standing Order expands on some aspects of this.
- 2 Each candidate shall apply using the nomination form as provided by the Company. This form will require:
 - a) The following particulars concerning the candidate:
 - i. name;
 - ii. any former name;
 - iii. normal residential address;
 - iv. the country or state (or part of the United Kingdom, ie England, Northern Ireland, Scotland or Wales) in which he or she is usually resident;
 - v. nationality;
 - vi. business occupation (if any);
 - vii. details of any directorships of other companies;
 - viii. date of birth;
 - ix. membership number
 - x. the role sought by the candidate, ie Chairman, Vice-Chairman, Secretary, or Treasurer, or as a Director without any of those four roles.
 - b) A statement signed by the candidate, confirming his/her willingness to serve as a Director, and confirming that he/she is not disqualified, for any reason, from being a director.
 - c) The names, membership numbers and signatures of two Company Members who are proposing the candidate.
 - d) The date of completion of the nomination form.
- 3 Each candidate shall supply a statement of not more than 300 words in support of their nomination, in Microsoft Word (or compatible) format, and preferably also a "head and shoulders" image of themselves.
- 4 See Appendix A for the Nomination Form.

3 – Voting Cards

NB: Where the general meeting is held virtually, voting cards will not be used. Instructions on voting will be issued at the start of the meeting.

- 1 Prior to entry to each general meeting, each Company Member who is attending on his or her own behalf, and each person who is attending as an appointed proxy, shall be issued with a coloured voting card (see Appendix B).
- 2 Where an attending Member is also a proxy for another Member, that Member shall be issued with one voting card for each purpose. Since the chairman of the meeting may be appointed as proxy to multiple Members, the chairman might have multiple voting cards.
- 3 Where voting takes place by a "show of hands", the person voting shall clearly display the voting card (or cards).

4 – Conduct during General Meetings

NB: Where the general meeting is held virtually, instructions will be issued at the start of the meeting for those who wish to address the meeting. Votes will be counted automatically, and tellers will not need to be appointed.

- 1 At the start of each general meeting, two tellers shall be proposed by the chairman of the meeting, and confirmed by a vote of Members that are present. The tellers shall not be Directors.
- 2 Those Members wishing to address the meeting shall indicate this by raising their hand. Members shall only address the meeting when invited to do so by the chairman.
- 3 When addressing the meeting, speakers shall:
 - a) stand, if they are able to do so,
 - b) use a microphone (where one is available),
 - c) state their name
- 4 Each speaker who is introducing a resolution or new topic may speak for not longer than five minutes, and each subsequent speaker on the same topic for not longer than three minutes. With the exception of the right of reply for the proposer of a resolution, each speaker shall be allowed to speak once on the same topic, unless the chairman agrees to a further speech. If there are five resolutions or more, the chairman shall have the option to shorten the above-mentioned time limits.
- 5 If the agenda includes resolutions, the chairman shall have the option to re-order the agenda such that discussion of the resolutions takes place after all elections and the appointment of the President. Furthermore, the chairman shall be able to set an overall time limit on such discussions so that the meeting may conclude within the time available for the meeting.
- 6 The chairman shall seek to keep discussion of each topic within reasonable bounds, and shall terminate discussion of each matter once he or she considers that it has been debated sufficiently and that a fair cross-section of views has been heard. The chairman's ruling on this shall be final.
- 7 The chairman shall have discretion to take such steps as are appropriate in the event that the business of the meeting is disrupted by disorder or improper conduct. Without limiting the generality of the foregoing, the chairman shall have discretion to call an adjournment of the meeting or to exclude from the meeting any person guilty of improper conduct.

5 - Proxy Voting

- 1 By law, the Company must provide for proxy voting at general meetings. This enables a Company Member who cannot attend a general meeting to appoint another person to attend the meeting and vote on his/her behalf. The latter person can be directed by the Member to vote in a particular way, or be given discretion to vote as he/she thinks fit.
- 2 Article 6.8 defines several important aspects of proxy voting. This Standing Order expands on some aspects of this.
- 3 The Proxy Notice (via which a proxy is appointed) shall be in the form shown in Appendix C. The "Notes regarding the proxy notice" clarify the proxy process, and shall form part of the Proxy Notice.

6 - Poll Voting

NB: See notes under **3 – Voting Cards** and **4 – Conduct during General Meetings**

- 1 By law, the Company must provide for poll voting at general meetings. A poll vote should enable the number of votes cast at a general meeting to be counted accurately. The alternative method ("show of hands") is potentially subject to inaccuracy, particularly if there are many Members present. Such inaccuracies would be an issue if the number of votes cast for and against was roughly equal. As provided by law, a poll vote can be insisted upon, and there must therefore be a procedure already in place to perform a poll vote.
- 2 Article 6.7 defines several important aspects of poll voting. This Standing Order expands on some aspects of this.
- 3 To clarify Article 6.7.4, a poll shall be taken with the aid of the Voting Card shown in Appendix B, and following the instructions on that Voting Card. The two tellers shall act as scrutineers. Having collected the portions of the Voting Cards, the tellers shall count the votes "For" and "Against", and then announce the result to the meeting. Any spoilt portions, or portions without the correct resolution number, shall be

discounted.

7 - Voting by “Show of Hands”

NB: See note under 3 – Voting Cards and 4 – Conduct during General Meetings

- 1 The person voting shall clearly display the Voting Card (or cards) when requested to do so by the chairman of the meeting.
- 2 The chairman may count the votes cast, or may direct the two tellers to do so.

Appendix A – Director Nomination Form

Nomination for Election as a Director of Austrian Alpine Club (UK) Limited at AGM <year>

If completing by hand, please use **CAPITAL** letters.

Nominee details

Name, in full:
Former name, if any:
Normal residential address:
Country or state (or part of the United Kingdom, ie England, Northern Ireland, Scotland or Wales) in which usually resident:
Nationality:
Business occupation (if any):
Details of any directorships of other companies:
Date of birth:
Membership number:
Role sought, ie Chairman, Vice-Chairman, Secretary, or Treasurer, or as a Director without any of those four roles.

Confirmation by the nominee

<p>I confirm that:</p> <ul style="list-style-type: none">• I am willing to serve as a Director of Austrian Alpine Club (UK) Limited,• I am not disqualified, for any reason, from being a director,• I understand that I must be, and continue to be, a Member of the Austrian Alpine Club (UK) whilst appointed as a Director <p>Signature:</p>
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Confirmation by two proposers

We confirm that we propose the Member as identified above for election as a Director of Austrian Alpine Club (UK) Limited.

Proposer's name	Membership number	Signature
Proposer's name	Membership number	Signature

Date form completed:

Candidate Statement: The candidate is required to supply a statement of not more than 300 words in support of his/her nomination, in Microsoft Word (or compatible) format, and preferably also a “head and shoulders” image. Send this to aac.office@aacuk.org.uk by the same deadline as below. This statement will be sent to all Company Members, along with the agenda for the meeting.

How to submit: The completed and signed form **must** reach Austrian Alpine Club (UK), Unit 43, Glenmore

**Austrian Alpine Club (UK) Limited
Standing Orders**

Business Park, Blackhill Road, Holton Heath, Poole, Dorset, BH16 6NL, United Kingdom, or by email to aac.office@aacuk.org.uk, not later than **<add date here: 3 months prior to the AGM>**.

Appendix B – Voting Card

<p>AUSTRIAN ALPINE CLUB (UK) LIMITED</p> <p>VOTING CARD</p> <p><EXTRAORDINARY / ANNUAL> GENERAL MEETING</p> <p>At <location of meeting> on <date of meeting></p> <p>Instructions for “show of hands” voting: Hold up this voting card, when voting for or against (as appropriate) a resolution. *</p> <p>Instructions for poll voting:</p> <p>1 Write an “X” in the “For” or “Against” box alongside the relevant resolution *</p> <p>2 Fold along the line above and below the relevant resolution, then carefully tear off that portion of the voting card and give it to the teller, at the same time showing the remainder of the voting card to the teller.</p> <p>* Please note that a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of the votes “For” and “Against” a resolution. Hence there is no “Abstain” box.</p>		
Resolution number 1 <input type="text"/>	For: <input type="text"/>	Against: <input type="text"/>
< Include the text of the resolution here >		
Resolution number 2 <input type="text"/>	For: <input type="text"/>	Against: <input type="text"/>
< Include the text of the resolution here >		
Resolution number 3 <input type="text"/>	For: <input type="text"/>	Against: <input type="text"/>
< Include the text of the resolution here >		
<i><and so on, for each resolution></i>		

Notes

The colour of the voting card should be varied for each general meeting.

Appendix C – Proxy Notice

**AUSTRIAN ALPINE CLUB (UK) LIMITED
General Meeting Proxy Notice**

Before completing this form, please read the explanatory notes.

I,

Name	Address	Membership number

being a Member of the Company appoint (*see note 3*)

--

or

the chairman of the meeting (<i>delete if not appropriate</i>)
--

as my proxy to attend, speak and vote on my behalf at the General Meeting of the Company to be held on [*date*] at [*time*] and at any adjournment of the meeting.

I direct my proxy to vote on the following resolutions as I have indicated by marking the appropriate box with an 'X'. If no indication is given, my proxy will vote or abstain from voting at his or her discretion.

RESOLUTIONS	For	Against	Abstain
[<i>Agenda resolution number and text of the resolution to appear here</i>]			
[<i>and so on for each resolution</i>]			

<i><omit this table for EGMs></i> ELECTION OF DIRECTORS: Candidate Names	For	Against	Abstain
<i><name of first candidate></i>			
<i><and so on for further candidates></i>			

ANY OTHER MATTERS	Yes	No
I authorise my proxy to vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the meeting.		

Signature	Date

Notes regarding the proxy notice

- 1 As a Member of the Company you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at a general meeting of the Company. You can only appoint a proxy using the procedures set out in these notes.
- 2 Appointment of a proxy does not preclude you from attending the meeting and voting in person instead of the proxy voting for you. If a proxy is appointed and the Member attends the General Meeting (or any adjournment of it) in person the proxy appointment will automatically be terminated.
- 3 A proxy does not need to be a Member of the Company but must attend the meeting to represent you. To appoint as your proxy a person other than the Chairman of the meeting, insert their full name in the

box. If you sign and return this proxy form with no name inserted in the box, the Chairman of the meeting will be deemed to be your proxy. Where you appoint as your proxy someone other than the Chairman, you are responsible for ensuring that they attend the meeting and are aware of your voting intentions. If you wish your proxy to make any comments on your behalf, you will need to appoint someone other than the Chairman and give them the relevant instructions directly.

- 4 To direct your proxy how to vote on the resolutions and election of Directors, mark the appropriate box with an "X". If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Please note that a vote withheld is not a vote in law and will not be counted in the calculation of the proportion of the votes "For" and "Against" a resolution.
- 5 As regards any other matter which is put before the meeting, you can authorise your proxy to vote (or abstain from voting) as he or she thinks, by marking "Yes" (or "No") against the heading "Any Other Matters".
- 6 To appoint a proxy using this form, the form must be:
 - completed and signed;
 - sent or delivered to the Company:
 - by email to: aac.office@aacuk.org.uk , or
 - by post to: Austrian Alpine Club (UK), Unit 43, Glenmore Business Park, Blackhill Road, Holton Heath, Poole, Dorset, BH16 6NL, United Kingdom;
 - and
 - received by the Company no later than *<set explicit date and time as the deadline, to be 48 hours prior to the proposed date and time of the meeting, taking account of public holidays and weekends>*.
- 7 Any power of attorney or any other authority under which this proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
- 8 If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.
- 9 It is helpful if the person appointed as your proxy has a copy of the completed form to take to the meeting.
- 10 If you wish to change your proxy instructions or revoke your proxy appointment, this must be done by you in writing and signed, and delivered as instructed in note 6 above, and by the same deadline as in note 6 above.