

# UKHA Meetings

## MEMBERSHIP MEETINGS

Annual Meetings. There shall be an annual meeting of the membership at a time and place set by the Board of Directors or, in the absence of such action by the Board, on the second Friday of September in each year, at which meeting the membership shall receive the annual reports of officers, directors, and committees, including financial reports, shall hold election of members of the Board of Directors, and shall transact such other business as shall be germane. Should the day designated for the annual meeting fall upon a bank holiday, the meeting shall be held on the next succeeding business day which is not a holiday. Notice of the meeting, signed by the Secretary or designee, shall be provided to the last recorded address of each member at least ten (10) days, and not more than ninety (90) days, before the meeting date. Notices shall set forth the place, date, time, and purposes of the meeting.

Special Meetings. Special meetings of the membership may be called by the Board of Directors or by the Executive Committee, at their discretion. Upon the written request of the greater of either six (6) members of the membership-at-large or twenty-five percent (25%) of the membership-at-large submitted to the Secretary of the UKHA, the membership may petition the Board of Directors to call a special meeting in order to address specific issue(s) clearly identified in the petition, provided such issue(s) are deemed by the membership to be relevant. Notice for any special meeting is to be given in the same manner as for the annual meeting. No business other than that specified in the notice of meeting shall be transacted at any special meeting of the members of the UKHA.

Waiver. Notwithstanding any other provision herein, a meeting of the membership may be held at any time and at any place, and any action may be taken thereat, if notice is waived in writing by a quorum of the membership.

Quorum. One-third of the members of the UKHA, when duly represented at any meeting in person or by proxy, shall constitute a quorum for the transaction of business.

Voting. Any member may be represented at any meeting by its Representative or Alternate. Each member shall be entitled to only one vote. If the manner of deciding any question has not otherwise been prescribed, it shall be decided by majority vote of the members present in person or by proxy.

Proxies. Every member of the UKHA entitled to vote at any membership meeting thereof may cast its vote by proxy, upon due presentment of the proxy to the Secretary. In order to qualify for acceptance, a proxy shall be in writing, dated, signed by the Representative or Alternate; it shall also be revocable at the pleasure of the member executing it. Unless the duration of the proxy is specified, it shall be deemed invalid after 30 days from the date of its original execution.

BOARD MEETINGS

Meetings of the Board. Regular meetings of the Board of Directors shall be held immediately succeeding the annual election. Notice of the meeting, signed by the Secretary, shall be mailed to the last recorded address of each Board member at least ten (10) days before the time appointed for the meeting. The Administrative Manager may, when he/she deems necessary, or the Secretary shall, at the written request of five (5) members of the Board, issue a call for a special meeting of the Board, and only five (5) days notice shall be required for such special meetings. Proceedings of the Board shall be conducted in accordance with English statutory and common law.

Quorum and Voting. One-third of the directors of the entire Board shall constitute a quorum for the transaction of business. The vote of a majority of directors present at a meeting at which a quorum is present shall constitute the action of the Board of Directors. If a quorum is not present the meeting shall be adjourned to a later day, not more than ten days later.

Vacancies. Whenever any vacancy occurs in the Board of Directors by death, resignation, or otherwise, it shall be filled without undue delay by the Chair of the Board with the consent of a majority of the entire Board. Any person chosen to fill a vacancy on the Board of Directors pursuant to the provisions of this section shall hold office until the expiration of the term of the director whose position he/she was appointed to fill.

[Adopted by the *UKHA Board of Directors on 16 May 2006*]

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