

ANNUAL AND EXTRAORDINARY GENERAL MEETINGS BYELAW

Commencement

This byelaw will come into force on the date on which the Council declares all reinsurance contracts entered into pursuant to paragraph 4(1) of the Reconstruction and Renewal Byelaw (No. 22 of 1995) have become unconditional in all respects. This date was fixed at 30 August 1996 by byelaw No. 39 of 1996.

Amendments

This byelaw was amended by

Annual and Extraordinary General Meetings (Amendment No. 1) Byelaw (No. 39 of 1996)
Membership, Council and Committee and Annual and Extraordinary General Meetings
(Amendment) Byelaw (No. 15 of 1998)

Explanatory Note

(This note is not part of the byelaw)

This byelaw replaces the Ordinary and Extraordinary General Meetings Byelaw (No. 10 of 1983) and implements the outstanding recommendations of the Report of the Working Party on Voting Rights and Related Matters relating to the final capacity-based voting system and a formal procedure for the requisitioning and notification of members' new and amending resolutions at general meetings.

The byelaw also implements other procedural and governance reforms, including: the use of *One Lime Street* or other appropriate publication to give notice of general meetings; the enfranchisement of the representatives of deceased and bankrupt members with ongoing liabilities to the Society; and the inclusion of express provisions on procedure at general meetings and the powers of the chairman at such meetings.

This byelaw will come into force once all reinsurance contracts entered into pursuant to paragraph 4(1) of the Reconstruction and Renewal Byelaw (No. 22 of 1995) have been declared by the Council to have become unconditional in all respects.

The Council of Lloyd's in exercise of its powers under sections 6(2) and 6(4)(d) of, and paragraph (5) of Schedule 2 to, Lloyd's Act 1982 hereby makes the following byelaw:

1. Interpretation and application

- (1) The provisions of Schedule 1 to this byelaw (interpretation) shall have effect.
- (2) The provisions of this byelaw which apply to Extraordinary General Meetings apply to any meeting convened under section 6(4) of Lloyd's Act 1982 save as otherwise referred to in sub-paragraphs 4(1), 6(3), 14(1) and 14(9).

2. Annual General Meetings

- (1) An Annual General Meeting shall be held not later than the end of June of each year for the purpose of receiving the report and examining the accounts of the Council and for general purposes.
- (2) There shall be at least 28 days between the day on which notices of the Annual General Meeting are despatched and the day for which such meeting shall have been called.

3. Extraordinary General Meetings

- (1) Every general meeting other than an Annual General Meeting shall be an Extraordinary General Meeting. An Extraordinary General Meeting shall only be convened:
 - (a) by a notice of the Council; or
 - (b) in consequence of a members' requisition.
- (2) A members' requisition is a requisition in writing addressed to the Council and setting out the text of any resolution intended to be proposed:
 - (a) signed by:
 - (i) members of the Society numbering not less than the number specified in sub-paragraph (2A) below;
 - (ii) any number of members to which in the aggregate there is attributable at least 10 per cent. of Total Capacity; or
 - (b) made by way of notice served upon the Council in accordance with section 6(4) of Lloyd's Act 1982.
- (2A) The number of members referred to in sub-paragraph (2)(a)(i) above and in paragraph 5(2)(c) is 1,500 members or, if less, whichever is the greater of:

- (a) members constituting at least 10 per cent by number of the members of the Society; and
 - (b) 450 members.
- (3) An Extraordinary General Meeting convened by a notice of the Council shall be held not less than 28 days and not more than 42 days after the day on which notices of such meeting are despatched.
- (4) An Extraordinary General Meeting requisitioned by members of the Society shall be convened by the Council within 21 days of receipt of such requisition and shall be held not more than 29 days after the day on which notices of such meeting are despatched.

4. Notice of General Meetings

- (1) As soon as reasonably practicable after receipt of a notice as referred to in section 6(4) of Lloyd's Act 1982, the Secretary to the Council or other person authorised by the Council shall post a copy of such notice in the Room. A copy of such notice shall be sent to each member of the Society at the same time as the notice referred to in sub-paragraph (2) below.
- (2) The Secretary to the Council or other person authorised by the Council shall give notice in writing to each member of the Society of every general meeting (whether Annual or Extraordinary). Such notice shall state:
- (a) whether the general meeting is Annual or Extraordinary; and
 - (b) the date, place and time of such meeting (including any satellite meeting place arranged for the purposes of sub-paragraph 12(1) below, which shall be identified as such in the notice),

and shall set out in full the text of all resolutions intended to be proposed at the meeting. The notice shall include details of any arrangements made pursuant to sub-paragraph 12(3), making it clear that participation in those arrangements will not amount to attendance at the meeting to which the notice relates.

- (3) Subject to sub-paragraph (6), a form of proxy prescribed pursuant to sub-paragraph 8(3) shall be sent with every notice despatched under sub-paragraph (2) above.
- (4) The Secretary to the Council or other person authorised by the Council may, as well as, or instead of, giving notice under sub-paragraph (2) above, give notice of any general meeting by placing an advertisement in the publication known as *One Lime Street*.

- (5) If, at any time and for any reason, it is not possible to publish an advertisement in *One Lime Street* or to convene a general meeting by notices sent through the post as a result of the suspension or curtailment of postal services, the Secretary to the Council or other person authorised by the Council may, instead of giving notice under sub-paragraph (2) above, give notice of any general meeting by placing an advertisement in at least one daily paper having a national circulation or at least one daily paper having an international circulation.
- (6) Any notice given pursuant to sub-paragraph (4) shall be deemed to have been served on all members who are entitled to receive notice of general meetings on the day after that on which copies of *One Lime Street* are posted. The advertisement shall contain the details referred to in sub-paragraph (2).
- (7) Any notice given pursuant to sub-paragraph (5) shall be deemed to have been served on all members who are entitled to receive notice of general meetings on the day when the advertisement appears. Any such advertisement shall contain the details referred to in sub-paragraph (2).
- (8) Where notice of any general meeting is to be given in the manner referred to in sub-paragraph (4) or (5) above, a form of proxy prescribed pursuant to sub-paragraph 8(3) shall be attached to, or sent with, or published in each copy of *One Lime Street* or other publication as referred to in sub-paragraph (5) in which such advertisement appears.
- (9) A member of the Society present, either in person or by proxy, at any meeting of the Society or of any class of members of the Society shall be deemed to have received notice of the meeting and, where requisite, of the purposes for which it was called.

5. Notice of Members' Resolutions

- (1) Following receipt of a members' resolution requisition in accordance with sub-paragraph (2), subject to sub-paragraph (5) the Council shall:
 - (a) give notice of any members' resolution which may properly be moved and is intended to be moved at the next Annual General Meeting to each member entitled to receive notice of that meeting; and
 - (b) circulate any statement of not more than one thousand words with respect to the matter referred to in any proposed resolution or the business to be dealt with at any general meeting to such members;

at the expense of the requisitionists (unless the Council otherwise resolves).

- (2) A members' resolution requisition is a requisition in writing addressed to the Council and setting out the text of the resolution or statement (as appropriate) which is:
 - (a) served upon the Council not less than seven weeks (in the case of a resolution) or three weeks (in the case of a statement) before the meeting;
 - (b) accompanied by a sum reasonably sufficient to meet the Council's expenses in giving effect to it; and
 - (c) signed by members numbering not less than the number specified in paragraph 3(2A) or by any number of members to which in the aggregate there is attributable at least 10 per cent. of Total Capacity.
- (3) Notice of any members' resolution shall be given, and any such statement shall be circulated, to members of the Society entitled to receive it, by serving a copy of the resolution or statement on each such member in any manner permitted for service of notice of the meeting. For compliance with this sub-paragraph (3), the copy must be served in the same manner and (so far as practicable) at the same time as the notice of the meeting. Where it is not practicable for it to be served at the same time, it must be served as soon as reasonably practicable thereafter.
- (4) If, after receipt of a members' resolution requisition, an Annual General Meeting is convened for a date seven weeks or less after the requisition has been served, the requisition (though not served within the time required by sub-paragraph (2) above) is deemed properly served for the purposes of that sub-paragraph.
- (5) The Council shall not be bound to circulate a statement under sub-paragraph (1) above if it is reasonably satisfied that the statement contains defamatory matter.
- (6) A members' resolution may not be proposed at any general meeting (whether Annual or Extraordinary) otherwise than in accordance with paragraph 3 or this paragraph 5.

6. Representation of Deceased, Bankrupt or Insolvent Members

- (1) Subject to sub-paragraphs (2), (3) and (4) below, the provisions of this byelaw shall apply as if any reference to members included reference to:
 - (a) any executor or personal representative of any deceased member; and
 - (b) any administrator, administrative receiver, liquidator, trustee in bankruptcy or analogous officer of any former member who has ceased to be a member under paragraph 46 of the Membership Byelaw (No. 17 of 1993);

who has produced such evidence as the Council, the Secretary to the Council or other person authorised by the Council, may properly require as to his position as such, has provided an address for the service of any form, ballot paper, notice or other documentation and who has informed the Council in writing that he wishes to receive notices of, and attend and vote at, any general meeting.

- (2) The provisions of this byelaw shall not apply to any executor, personal representative, administrator, administrative receiver, liquidator, trustee in bankruptcy or analogous officer of any former member referred to in sub-paragraph (1) above, if:
 - (a) all years of account of every syndicate of which the deceased member or bankrupt or insolvent former member concerned was a member have closed by reinsurance to close; or
 - (b) in the case of a bankrupt or insolvent former member, the adjudication of bankruptcy, or adjudication or declaration of insolvency, or insolvency event has been set aside on appeal or otherwise, or the Council's declaration of cessation of membership has been set aside on appeal under the Appeal Tribunal Byelaw (No. 18 of 1995).
- (3) Sub-paragraph (1) above shall not apply in respect of any provision of this byelaw or any act done pursuant thereto relating to any general meeting convened under section 6(4) of Lloyd's Act 1982.
- (4) Evidence to the satisfaction of the Council, the Secretary to the Council or other person authorised by the Council of the authority of the person claiming to exercise the right to vote conferred by virtue of this paragraph shall be deposited with the Secretary to the Council or other person authorised by the Council at such address as the Council shall specify not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable.
- (5) Every person referred to in sub-paragraph (1) above shall be bound by any notice duly given to the deceased member or bankrupt or insolvent former member from whom he derives his authority.
- (6) For the purposes of paragraph 14(7), the person referred to in sub-paragraph (1) above shall have the number of votes which the deceased member or bankrupt or insolvent former member from whom he derives his authority would have had at the relevant time, if such member had not died or become bankrupt or insolvent (as the case may be).

- (7) Where:
- (a) any administrator, administrative receiver, liquidator or analogous officer by law entitled or bound to administer the affairs of a corporate member has been appointed and such appointment subsists; and
 - (b) the Council has not declared the membership of that corporate member to have ceased under paragraph 46 of the Membership Byelaw (No. 17 of 1993);

the provisions of sub-paragraph 7(2) shall apply as if reference therein to the person authorised under sub-paragraph 7(1) to act as the corporate member's representative at any general meeting were to the person referred to in sub-paragraph (a) above who has produced such evidence as the Council, the Secretary to the Council or other person authorised by the Council, may properly require as to his position as such, has provided an address for service of any form, ballot paper, notice or other documentation and who has informed the Council in writing that he wishes to receive notices of, and attend and vote at, any general meeting.

- (8) Evidence to the satisfaction of the Council, the Secretary to the Council or other person authorised by the Council of the authority of the person referred in sub-paragraph (7)(a) above shall be deposited with the Secretary to the Council or other persons authorised by the Council at such address as the Council shall specify not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote on the corporate member's behalf is to be exercised and in default the right to vote shall not be exercisable.
- (9) The person referred to in sub-paragraph (7)(a) above shall be bound by any notice duly given to the corporate member in respect of which he has been appointed.

7. Representation of Corporate Members

- (1) A corporate member may authorise such person as it thinks fit to act as its representative at any general meeting by resolution of its directors or other governing body.
- (2) A person so authorised shall, if present at a general meeting to represent that corporate member, be treated for the purposes of paragraphs 10, 13 and 14 as a member of the Society.
- (3) Evidence of authorisation, giving the name and title of the individual authorised to attend the meeting and vote on the corporate member's behalf, must be lodged with the Secretary to the Council or other person authorised by the Council not less than 48

hours before the time of the meeting in question. If evidence of authorisation is not lodged in accordance with the provisions of this sub-paragraph, the person authorised shall not be entitled to attend the meeting.

- (4) Where a corporate member votes on a resolution, the votes exercisable by that member may be cast for or against, or some for and some against, the resolution at the member's discretion.

8. Proxies

- (1) The provisions of this paragraph shall apply to every general meeting.
- (2) A member of the Society is entitled to appoint another member of the Society (but no other person) as his proxy to attend and vote instead of him.
- (3) An instrument appointing a proxy for use at a general meeting shall be in such form and shall be signed or executed in such manner as the Council or the Secretary to the Council or other person authorised by the Council may from time to time prescribe or allow.
- (4) The instrument appointing a proxy and any authority under which it is executed or a copy of such authority duly certified in a manner approved by the Council shall be lodged with the Secretary to the Council or other person authorised by the Council at such address as the Council shall specify:
 - (a) not less than 48 hours before the time for holding the meeting or adjourned meeting at which it is to be used or, if two or more meetings under this byelaw or paragraph 3 of the Membership, Central Fund and Subscriptions (Miscellaneous Provisions) Byelaw (No. 16 of 1993) are to be held on the same day and the Council so prescribes, a period of 48 hours before the first of such meetings; or
 - (b) in the case of a ballot taken more than 48 hours after it is demanded, not less than 24 hours before the time appointed for taking the ballot; or
 - (c) in the case of a ballot taken not more than 48 hours after it is demanded, at the meeting at which the ballot is demanded.

An instrument of proxy which is not so lodged shall be invalid. The Council may, in such cases and on such conditions as it may from time to time specify, allow the instrument appointing a proxy and a duly certified copy of any authority under which it is executed to be returned to the Secretary to the Council or other person authorised by the Council by means of facsimile transmission. The Council may also confer on the

Secretary to the Council or such other person authority to accept such an instrument and duly certified copy returned by facsimile transmission in any other case.

- (5) The appointment of a proxy shall not preclude a member attending the meeting and voting in person but if the member votes in person the proxy shall not be entitled to vote on behalf of the member.
 - (6) An instrument appointing a proxy shall be deemed to include the right to demand or join in demanding a ballot and the right to speak at a meeting, but shall not be deemed to include the right to vote on a show of hands. The instrument of proxy shall also be deemed to confer authority to vote on any amendment of a resolution put to the meeting for which it is given, and on any resolution in respect of which the proxy has not received specific instructions, as the proxy thinks fit. The instrument of proxy shall, unless the contrary is stated therein, be valid for any adjournment of the meeting as well as for the meeting to which it relates.
 - (7) A vote given or ballot demanded by proxy or by the duly authorised representative of a corporation shall be valid even if the authority of the person voting or demanding a ballot has been terminated unless notice of the termination was received by the Secretary to the Council or other person authorised by the Council at the place at which the instrument of proxy was duly deposited at least three hours before the commencement of the meeting or adjourned meeting at which the vote is given or the ballot demanded or (in the case of a ballot taken otherwise than on the same day as the meeting or adjourned meeting) the time appointed for taking the ballot.
9. Service of Forms, Ballot Papers, Notices and Documents etc.
- (1) Any form, ballot paper, notice or other documentation required under this byelaw to be sent to the members of the Society by the Secretary to the Council or other person authorised by the Council shall be deemed to have been properly sent if it is either delivered personally or sent by post in a prepaid enveloped to an individual member of the Society at his last known place of business or abode or to a corporate member at its registered or principal office.
 - (2) Proof that an envelope containing any form, ballot paper, notice or other documentation was properly addressed, prepaid and posted shall be conclusive evidence that such form, ballot paper, notice or other documentation was properly sent.
 - (3) A notice sent by post shall be deemed to be given and any form, ballot paper or other documentation shall be deemed to be received:

- (a) if sent by first class post from an address in the United Kingdom or another country to another address in the United Kingdom or, as the case may be, that other country, on the day following that on which the envelope containing it was posted;
 - (b) if sent by airmail from an address in the United Kingdom to an address outside the United Kingdom, on the day following that on which the envelope containing it was posted; and
 - (c) in any other case, on the second day following that on which the envelope containing it was posted.
- (4) Unless the Council shall otherwise determine, neither the proceedings at any general meeting nor the result of a ballot under this byelaw shall be invalidated by:
- (a) any accidental omission of the Secretary to the Council or other person authorised by the Council to send any form, ballot paper, notice or other documentation to any member of the Society or to attach any form of proxy to, send it with or publish it in any copy of *One Lime Street* or a publication as referred to in sub-paragraph 4(5);
 - (b) the non-receipt by any member of the Society of any such form, ballot paper, notice or other documentation; or
 - (c) any accidental error in any form, ballot paper, notice or other documentation.
- (5) If the Council is advised that the sending of any form, ballot paper, notice or other documentation referred to in sub-paragraph (1) above to any address not within the United Kingdom would contravene the law of any country or territory outside the United Kingdom or any requirement of any government, statutory or regulatory body or court outside the United Kingdom, such form, ballot paper, notice or other documentation need not be sent to any such address, provided that:
- (a) if a member to whom a form, ballot paper, notice or other documentation (as appropriate) is not sent in accordance with this sub-paragraph (5) has given to the Secretary to the Council or other person authorised by the Council an address within the United Kingdom at which any form, ballot paper, notice or other documentation may be sent to him he shall be entitled to have any form, ballot paper, notice or other documentation sent to him at that address;
 - (b) if such a member has not given an address within the United Kingdom at which any form, ballot paper, notice or other documentation may be sent to him, any form, ballot paper, notice or other documentation shall be made available to him by causing the form, ballot paper, notice or other documentation to be published, or by causing a notice specifying where a copy of the form, ballot paper, notice or other documentation can be obtained to be published, in at least one daily newspaper having a national circulation in the United Kingdom.

10. Quorum

- (1) The quorum of members of the Society necessary for the holding of a general meeting shall be:
 - (a) 100 members present in person or by proxy; or
 - (b) the number of members present in person or by proxy to which in the aggregate there is attributable at least one per cent of the total Capacity attributable to all members entitled to attend and vote at the meeting.
- (2) If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting, if convened on the requisition of members, shall be dissolved, and in any other case shall stand adjourned to such time and place as the chairman of the meeting may determine. If at the adjourned meeting a quorum is not present within fifteen minutes after the time appointed for holding the meeting, the meeting shall be dissolved.

11. Chairman

- (1) The chair at a general meeting shall be taken by the Chairman of Lloyd's or a Deputy Chairman of Lloyd's or, in his absence, by a person being a member of the Council appointed by the Council to take the chair at such general meeting.
- (2) The provisions of this byelaw relating to any powers of the chairman shall apply without prejudice to any powers of the chairman implied by general law.

12. Proceedings at General Meetings

- (1) The Council may decide to enable members entitled to attend a general meeting to do so by simultaneous attendance and participation at a satellite meeting place anywhere in the world. The members present in person or by proxy at satellite meeting places shall be counted in the quorum for, and be entitled to vote at, the general meeting in question. That meeting shall be duly constituted and its proceedings shall be valid provided that the chairman of the general meeting is satisfied that adequate facilities are available throughout the general meeting to ensure that members attending at all the meeting places are able to:
 - (a) participate in the business for which the meeting has been convened;

- (b) hear and see all persons who speak (whether by the use of microphones, loudspeakers, audio-visual communications equipment or otherwise) in the principal meeting place and any satellite meeting place; and
- (c) be heard and seen by all other persons so present in the same way.

The chairman of the general meeting shall be present at, and the meeting shall be deemed to take place at, the principal meeting place.

- (2) If it appears to the chairman of the general meeting that the facilities at the principal meeting place or any satellite meeting place have become inadequate for the purposes referred to in sub-paragraph (1) above, then the chairman may, without the consent of the meeting, interrupt or adjourn the general meeting. All business conducted at the general meeting up to the time of such adjournment shall be valid.
- (3) The Council may make arrangements for persons entitled to attend a general meeting to be able to view and/or hear the proceedings of any general meeting and/or to speak at the meeting (whether by the use of microphones, loudspeakers, audio-visual communications equipment or otherwise), by attending a venue anywhere in the world not being a satellite meeting place. Those attending any such venue shall not be regarded as present and shall not be entitled to vote at the meeting at or from that venue. The inability for any reason of any member present in person or by proxy at such a venue to view and/or hear all or any of the proceedings of the meeting and/or to speak at the meeting shall not in any way affect the validity of such proceedings.
- (4) The Council may make arrangements for persons not entitled to attend a general meeting to be able to view and/or hear the proceedings of any general meeting by attending a venue or venues specified by the Council.
- (5) For the purposes of sub-paragraph (1) above, the right of a member to participate in the business of any general meeting shall include, without limitation, the right to speak, vote on any show of hands, vote on any ballot, be represented by a proxy, and have access to all documents which are required to be made available at the meeting.
- (6) The chairman of any general meeting may make any reasonable arrangement and impose any requirement or restriction he reasonably considers appropriate to ensure the security and orderly conduct of a general meeting including, without limitation, requirements for those attending the meeting to produce evidence of their identity, searches of personal property and restrictions on items that may be taken into the meeting place, and shall be entitled to refuse entry to a person who refuses to comply with such arrangements, requirements or restrictions.

- (7) The chairman of the meeting may at any time with the consent of any general meeting at which a quorum is present (and shall if so directed by the meeting) adjourn the meeting to another time or place (or indefinitely). In addition (and without prejudice to the chairman's power to adjourn a meeting conferred by sub-paragraph (2) above), the chairman may at any time, without the consent of the meeting, adjourn the meeting to another time or place or (subject as specified below) indefinitely if it appears to the chairman that:
- (a) the number of persons present or wishing to attend cannot be conveniently accommodated in the place or places appointed for the meeting;
 - (b) the unruly behaviour of any persons attending the meeting prevents or is likely to prevent the orderly conduct of the business of the meeting; or
 - (c) an adjournment is otherwise necessary so that the business of the meeting may be properly conducted; or
 - (d) as a result of a material change in circumstances since the despatch of the notice convening the meeting it is expedient in the interests of the Society that the business for which the meeting has been convened should not be proceeded with at the time for which the meeting has been convened. A meeting adjourned under this sub-paragraph (d) shall be adjourned until such time as members of the Society have been adequately informed about the relevant material change in circumstances.

No business may be conducted at any adjourned meeting other than business left unfinished at the meeting from which the adjournment took place.

- (8) Any such adjournment may be for such time and/or to such other place (or, in the case of a meeting held at a principal meeting place and a satellite meeting place, such other places) as the chairman of the meeting may, in his absolute discretion determine, notwithstanding that by reason of such adjournment some members may be unable to be present at the adjourned meeting. Any such member may nevertheless execute a form of proxy for the adjourned meeting, which, if delivered by him to the chairman or the Secretary, shall be valid even though it is given at less notice than would otherwise be required by this byelaw. When a meeting is adjourned for 30 days or more or for an indefinite period, at least seven days' notice shall be given specifying the time and place (or places, in the case of a meeting to which sub-paragraph 12(1) or 12(3) applies) of the adjourned meeting and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.
- (9) No amendment to a resolution may be considered or voted upon (other than a mere clerical amendment to correct a patent error) unless either:

- (a) notice of the text of the amendment and the intention to move it has been served upon the Council at least 48 hours before the date of the meeting or adjourned meeting at which the resolution is to be proposed and the amendment relates to the subject matter of the resolution proposed to be amended; or
- (b) the chairman of the meeting, in his absolute discretion, decides that the amendment may be considered and voted on.

If an amendment shall be proposed to any resolution under consideration but shall in good faith be ruled out of order by the chairman of the meeting, the proceedings on the substantive resolution shall not be invalidated by any error in such ruling. With the consent of the chairman of the meeting, an amendment may be withdrawn by its proposer before it is voted upon.

- (10) The chairman of the meeting may permit questions from the floor. The chairman shall ensure that discussion of any proposed resolution is kept within reasonable bounds and may prohibit further consideration of a particular matter once, in his reasonable opinion, such matter has been sufficiently debated and a fair cross-section of views has been heard.
- (11) Any motion or point of order shall (unless the chairman of the meeting, in his absolute discretion, otherwise permits) be submitted in writing to the chairman of the meeting in accordance with the procedures determined by him.

13. Attendance and Voting

- (1) No one but a member of the Society or of the Council shall be present, speak or take part in proceedings at an Annual or Extraordinary General Meeting without permission of the Chairman of Lloyd's or a Deputy Chairman of Lloyd's or the chairman of the meeting.
- (2) No one but a member of the Society shall vote in any proceedings at an Annual or Extraordinary General Meeting.
- (3) Subject to sub-paragraph 14(9), unless a ballot is duly demanded a declaration by the chairman of the meeting that a resolution has been carried, or carried unanimously, or by a particular majority, or lost, or not carried by a particular majority and an entry to that effect in the record of proceedings 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 resolution.

14. Voting and Ballot

- (1) A resolution proposed at a general meeting convened under section 6(4) of Lloyd's Act 1982 shall be decided upon by a ballot of those members of the Society who are qualified to attend and vote at the meeting and such members may cast their votes in person or by proxy.
- (2) A resolution brought forward at a general meeting other than a meeting referred to in sub-paragraph (1) above shall be decided on a show of hands unless before, or at the declaration of the result of, the show of hands a ballot of the members is called for by:
 - (a) the chairman of the meeting;
 - (b) not less than 50 individual members; or
 - (c) a corporate member to which, or corporate members to which in the aggregate, there is attributable not less than two per cent. of the total Capacity attributable to all the corporate members which are entitled to attend and vote at the meeting.

A demand by a person as proxy for a member shall be the same as a demand by the member. Any such ballot shall be taken at the end of the meeting or at such other time as the chairman of the meeting may direct and shall be taken in such manner as the chairman shall direct.

- (3) Any demand for a ballot may, with the consent of the chairman, be withdrawn before the ballot is taken. A demand so withdrawn shall not be taken to have invalidated the result of a show of hands declared before the demand was made. If the demand for a ballot is withdrawn, the chairman or any other member or members entitled may demand a ballot.
- (4) A demand for a ballot shall not prevent the meeting continuing to transact any business other than the question on which the ballot was demanded. If a ballot is demanded before the declaration of the result of a show of hands and the demand is duly withdrawn, the meeting shall continue as if the demand had not been made.
- (5) No notice need be given of a ballot not taken at the end of the meeting if the time and place at which it is to be taken are announced at the meeting at which it is demanded. In any other case at least seven days' notice shall be given to all members specifying the time and place at which the ballot is to be taken.
- (6) A ballot may be called for the chairman of the meeting whenever, in his absolute discretion, he thinks it appropriate, including (without limitation) if:

- (a) he has reason to believe that the result on a ballot would be different from that on a show of hands;
 - (b) he considers that the result on a show of hands is unrepresentative; or
 - (c) he considers the matter to be of such significance that it is appropriate to put it to a vote of the full membership of the Society.
- (7) In any ballot held under sub-paragraph (1) above, each member shall have one vote. In any ballot held under sub-paragraph (2) above, each member shall have one vote for every £500,000 or part of £500,000 of Capacity attributable to that member.
- (8) The Secretary to the Council may issue a certificate stating the voting entitlement of any member in relation to any general meeting. Any such certificate shall be conclusive evidence of the voting entitlement of the member to which it relates.
- (9) The Secretary to the Council or other person authorised by the Council shall announce the result of a ballot held at a general meeting convened under section 6(4) of Lloyd's Act 1982 by posting in the Room a notice specifying the resolution and whether or not:
- (a) such resolution has been passed by a majority of members voting in person or by proxy; and
 - (b) the number of members voting in favour of such resolution represents at least one third of the total membership of the Society.

Such notice shall state whether or not the byelaw, or amendment to or revocation of, the byelaw to which the resolution relates has been revoked or annulled (as the case may be).

- (10) If any votes are counted which ought not to have been counted, or might have been rejected, the error shall not vitiate the result of the voting unless it is pointed out at the same meeting, or at any adjournment thereof and, in the opinion of the chairman of the meeting, it is of sufficient magnitude to vitiate the result of the voting.
- (11) No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting or ballot at which the vote objected to is tendered. Every vote not disallowed at such meeting shall be valid and every vote not counted which ought to have been counted shall be disregarded. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive.

15. Record of Proceedings

- (1) Books (whether bound or in loose-leaf form) recording the proceedings of general meetings shall be kept. Such books shall be open to the inspection of any member of the Society on application to the Council.
- (2) A copy of each such notice referred to in sub-paragraph 14(9) above shall be maintained with the books of the proceedings of the Council.

16. Scrutineers

- (1) At any ballot:
 - (a) held pursuant to sub-paragraph 14(1) above; or
 - (b) otherwise ordered by the Council not being a ballot to elect members of the Council,

the Council shall appoint persons as scrutineers to take the vote and report the result.

- (2) At any ballot held at a general meeting pursuant to sub-paragraph 14(2) above the chairman of the meeting shall appoint one or more persons present as scrutineers to take the vote and report the result.
- (3) In reporting the result of any ballot the scrutineers shall state the number of votes cast for and against the resolution.
- (4) Remuneration of scrutineers shall be at the discretion of the Council.

17. Revocation and Amendments

The provisions of Schedule 2 to this byelaw (revocation and amendments) shall have effect.

18. Commencement

This byelaw shall come into force on 30 August 1996.

Schedule 1 – Interpretation

In this byelaw:

“Capacity” in relation to a member means the aggregate of:

- (i) that member’s allocated overall premium limit (if any) for the year of account corresponding to the calendar year in which the ballot is taken; save that, in the case of a general meeting held in January in any year, the amount to be taken into account for the purpose of this sub-paragraph (i) shall be the member’s overall premium limit for that year of account;
- (ii) that member’s allocated overall premium limit (if any) for the two years of account preceding the year in which the ballot is taken; and
- (iii) that member’s member’s syndicate premium limit (if any) attributable to any run-off account ascertained at the date by which copies of the relevant syndicate annual reports are required to be sent to relevant members’ agents under paragraph 16(2) of the Syndicate Accounting Byelaw (No. 18 of 1994); provided that if between such date and the election day such run-off account is closed, the member’s member’s syndicate premium limit (if any) attributable to that run-off account shall not be taken into account for the purposes of this definition.

For the purposes of the definition in paragraph 1 above:

“allocated overall premium limit” means, in relation to a member, the sum of his member’s syndicate premium limits for the time being;

“member’s syndicate premium limit” means, in relation to an underwriting member, the limit for the time being prescribed on the amount of insurance business allocable to a particular year of account which is to be underwritten on the member’s behalf through a particular syndicate, such limit being expressed as the maximum permissible amount of his member’s syndicate premium income allocable to that year of account;

“overall premium limit” means, in relation to an underwriting member, the limit for the time being prescribed on the amount of insurance business which is to be underwritten on his behalf from time to time, such limit being expressed as the maximum permissible amount of his premium income allocable to any year of account;

“run-off account” means a year of account which has not been closed as at the date at which it would normally have been closed in accordance with the policies and practices generally adopted in respect of the syndicate concerned.

For the purposes of the definitions in paragraph 2 above:

“member’s syndicate premium income” means premium income of a member of a syndicate arising out of insurance business underwritten through that syndicate;

“premium income” means, in relation to an underwriting member, the aggregate of the premiums credited to him less, or net of qualifying reinsurance premiums, brokerage, discount, commission, any tax charged upon or any monies withheld from a premium by or on behalf of any statutory, governmental, state, provincial or local government authority, body or official and any premium returned to an assured.

In this byelaw:

“Total Capacity” means the total Capacity attributable to all members of the Society who, at the date of the relevant requisition, have a right to attend and vote at the meeting to which that requisition relates.

Schedule 2 - Revocation and Amendments

These have been made on the byelaws in question