



CONSTITUTION COMMITTEE INTERPRETATION 003-12

QUESTION:

Can you clarify what is meant by 'review' in Article 28(c)(iv)?

ANSWER:

The power of the Annual General Meeting (AGM) to review a Regulation made or substantively changed by Council since the last AGM includes the power to approve the change, reject the change and/or amend the change made by Council.

This power derives from company law because a company in general meeting may exercise all the powers of the company, subject to the Articles. There is no Article that prevents the AGM from exercising this power.

The power to change a Regulation in this way can only be made by moving an amendment to the resolution stated on the AGM notice. Any amendment must be within the scope of the resolution stated on the notice. The decision of the Chairman of the AGM on whether or not an amendment is in order is final.

The Constitution Committee's opinion is that the AGM notice complies with Articles 28 and 32.

Philip Tolhurst
Chair Constitution Committee

