NEWPORT COUNTY AFC SUPPORTERS' SOCIETY LIMITED

(HEREINAFTER REFERRED TO AS "THE TRUST")

Standing Orders for Board Meetings

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1 Introduction

1.1 This document is drafted in accordance with the existing rules of Newport County AFC Supporters Society Limited and sets out the Standing Orders for Trust Board Meetings adopted pursuant to a resolution of the Trust Board dated 17th August 2026.

2 Purpose

2.1 The purpose of this policy is to ensure that:

a. the Trust Board conducts its meetings in an effective and professional way;

b. the time allotted for the transaction of the business of the meeting is clearly defined and adhered to unless there are special reasons to extend the meeting.

3 Principles of Standing Orders

3.1 All committees or Trust Boards, whatever their role, have Standing Orders. These rules define the conditions under which a committee or Trust Board should meet, how Trust Board Members should behave towards one another and how the business of the meeting should be conducted. These Standing Orders supplement the provisions in the Trust's Rules relating to the operation of the Trust Board (Rules 69 to 84). In the case of any inconsistency between the Rules and these Standing Orders then the terms of the Rules shall prevail.

3.2 The Trust Board may alter, rescind or add to any part or element of these Standing Orders by a simple majority vote of those present. The Secretary is to consider, periodically, the need for amendments to Standing Orders and report on this matter to the Trust Board.

3.3 The aim of these Standing Orders is to make each meeting as efficient and productive as possible and to ensure that it is conducted in a professional manner, allowing the Chair to keep order whilst permitting each member the opportunity to fully participate in the meeting. All these issues are key to the Trust as its functional structure is based on the democratic process, of which meetings are a key part.

4 Meetings of the Trust Board

4.1 Meetings of the Trust Board will be held as deemed appropriate by the Chair and Secretary.

4.2 At least one Board meeting must be held per quarter.

4.3 Where Board members wish to call a formal meeting of the Trust Board without agreement of both the Chair and Secretary, this can take place by issuing formal notice

approved by two Board members no less than 7 days prior to all Board members in writing or by email.

5 Quorum

5.1 The quorum for the Trust Board shall be one-half of its membership, and no less than 3 members.

5.2 The Trust Board will allow participation of its membership in its meetings by telephone or video conferencing facilities where possible. Participation in a meeting in this manner shall be deemed to constitute presence at the meeting.

5.3 In the event of a quorum not being present within thirty minutes of the stated time of commencement, the business of the meeting cannot be formally transacted. In such circumstances, the business of the meeting may be continued with no formal ratification given to any items on the agenda. Subsequent ratification from Board members can be given for the business of the meeting by email.

5.4 If a meeting becomes inquorate at any point no further business may be formally transacted, except for that of adjourning the meeting, calling an election for or appointing Board members or calling a general meeting of the Trust.

6 Business Agenda

6.1 All business to be considered shall be included on the agenda prepared by the Secretary, or another Board member nominated by the Chair in the absence of the Secretary.

6.2 The agenda shall be circulated to Board members no less than 2 days in advance of the meeting.

6.3 If there is a specific proposal for consideration and approval, this shall be explicitly agreed with the Secretary in advance.

6.4 Any business which requires a supporting paper shall be circulated along with the agenda. Where papers are not available at the time of circulating the agenda must be provided to members prior to noon on the day before the Board meeting.

6.5 Any Board member wishing to introduce new business for inclusion on the agenda shall give notice to the Secretary as soon as possible and no later than the commencement of the Board meeting. Such new business may be discussed but cannot be voted on at this meeting unless it is stated to be and agreed by a majority of two-thirds of the Board members in attendance that it is exceptional circumstances.

6.6 The business of any Special meetings of the Trust Board shall be confined to the business set out on the agenda covering such a meeting unless there is an item which is agreed to be exceptional circumstances and agreed by two thirds of the Board members in attendance to be accepted as an agenda item.

6.7 The Chair will formally close the meeting when the business on the agenda has been transacted, or earlier if agreed by a majority. No business purported to be transacted after that time will be valid and will not form part of the formal record of the meeting. If for any reason the full business of the meeting cannot practically be

completed the meeting may stand adjourned if a majority of the Board members present so decide.

7 Rules for Discussion

7.1 Board members wishing to speak shall address themselves to the Chair and only one individual shall speak at one time.

7.2 When the Chair speaks or intervenes during a debate any Board member then speaking or offering to speak must immediately cease speaking.

7.3 No Board member may interrupt another member whilst they are speaking except on a point of order which must be approved and accepted by the Chair.

7.4 When two or more Board members indicate their wish to speak the Chair shall call upon the Board member they first observed.

8 Conduct

8.1 Board members shall arrive prepared for meetings, having read the paperwork circulated in advance.

8.2 Board members shall devote their full attention to the meeting and switch off or silence all mobile phones and other communications equipment prior to the commencement of the meeting.

8.3 Trust Board and Committee meetings will be conducted in accordance with the agenda. Board members will conduct themselves in a manner which shows respect for all participants, and which does not obstruct the business of the meeting or calls into question the status of the Chair.

8.4 If any Board member persistently disregards the ruling of the Chair or behaves in any way which obstructs the Board's business, another Board member may move that the motion under discussion be put and, if seconded, it shall be voted upon without further discussion.

8.5 If the same Board member continues the misconduct after a motion has been carried, the Chair shall either:

a. move that the Board member shall leave the meeting, which can be determined without seconding or discussion; or

b. adjourn the meeting and determine where and when it will be reconvened.

8.6 The Chair will ensure that the meeting considers the decisions required under each item of business. In relation to the conduct of meetings the ruling of the Chair is final.

9 Motions and Amendments

9.1 Whenever an amendment is made upon an original proposition no second amendment shall be taken until the first amendment is disposed of.

9.2 If the amendment is carried it shall displace the original proposition and shall itself become the proposition to which a further amendment may be moved.

9.3 If an amendment is not carried, then a further amendment may be moved to the original proposition.

9.4 No motion or amendment shall be discussed (except by the mover) until it has been seconded. Any Board member seconding a motion or amendment without remark shall not be considered to have spoken and may speak later in the debate.

9.5 When no other Board member wishes to speak the mover of the original motion or substantive motion which may have taken its place by an approved amendment shall have the right to reply.

9.6 The mover of a motion may exercise the right to reply to any amendment after all other Board members have been given an opportunity to speak on that amendment.

9.7 After reply, the motion shall be put from the Chair without further debate and immediately put to the vote.

10 Voting

9.8 Voting shall normally be by a show of hands except if a ballot be agreed to by a majority of Board members present and voting, in which event the Board members present shall decide the form the ballot should take.

9.9 For the avoidance of doubt, abstentions are not to be classed as votes for or against a motion. In the case of an equality of votes the Chair shall have a casting vote unless the issue being voted upon has been accepted as exceptional circumstances onto the Agenda in accordance with 6.5 and 6.6 above in which case, a majority of three quarters of the Board members present are required to agree to the motion.

11 Chair and Duties of the Chair

9.10 The Chair of the Trust Board shall, in the event of a tie in voting on any matter before the Board, have a casting vote in addition to their own vote which they shall be expected to cast.

9.11 A Vice Chair should be appointed, according to the procedure agreed by the Board for the appointment of Chairs and Vice Chairs, to deputise for the Chair when required. In the absence of the Chair and Vice Chair at Meetings of the Trust Board, the Board members present at such meetings shall appoint one of their number to act as Chair of the Meeting.

9.12 The ruling of the Chair on any point of order shall be final and shall not be open for discussion.

9.13 It shall be the Chair's duty to see that all the Standing Orders are adhered to, unless any of them is suspended, such suspension requiring the consent of a majority of Board members present and voting.

13.0 Board Committees

9.14 The Trust Board may delegate certain functions to sub–committees, led by one Board member acting as Chair of the Committee in line with the above procedures. The extent of this delegation is to be detailed in the Committee’s Terms of Reference.

9.15 All Committees must report back to the next Board meeting, where possible, following the exercise of any of their delegated functions.

9.16 The business of Committee meetings will be conducted, in accordance with the provisions for the conduct of Board meetings detailed in these Standing Orders.