

## **Amendment to the Constitution to allow Online Meetings – May 2021**

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Because of the impact of COVID-19 and with a view to managing future meetings in similar situations, it is proposed to formalise the temporary emergency arrangements currently in place, which will allow, when necessary, M&L U3A to hold both Committee, AGM and other types of meetings previously detailed within the Constitution using online technology. The Third Age Trust (TAT) has recently introduced what it terms “Precedent Clauses” regarding Online and Hybrid General Meetings, which as an affiliated member of the TAT we are obliged to include within our Constitution.

To accommodate this new clause, the existing clause 18 will be renumbered clause 19. The proposal recommends the following amendment to the constitution. Due to the nature of the amendment, if passed, will be implemented immediately:

### **18. ONLINE MEETINGS**

When necessary and at the discretion of Committee, meetings may be held using electronic "online" technology such as online conference facilities, excluding telephone conferencing technology due to the difficulty in obtaining a valid vote count. But may include with the agreement of Committee hybrid meetings, whereby participants who are unable to attend physically can attend online instead, so long as:

- 18 i** The technology gives all participants in the meeting reasonable opportunity to participate without being physically present in the same place.
- 18 ii** Members able to participate in this way are deemed “present” for the purpose of the meeting.
- 18 iii** Members must be given notice in an electronic communication using the existing time constraints detailed in the appropriate sections of the Constitution.
- 18 iv** Voting in an "online" AGM is to be via a technological means that provides the opportunity to participate in the vote in real time and for votes to be recorded and counted by technological means. Therefore voting, apart from Committee meetings, cannot be indicated by verbal means or by a show of hands.
- 18 v** Voting in an "online" Committee Meeting can be via a simple show of hands.
- 18 vi** This Clause [18] is to be read in conjunction with the various meeting requirements contained within Clauses 8, 13, 14 & 15 as previously detailed within the Constitution.

**To ensure legal compliance with the Third Age Trust’s Terms and Conditions, M&L U3A are required to include the following clauses:**

#### **18 vii Online and Hybrid General Meetings**

A general meeting (whether an annual general meeting or a special general meeting) may be held that allows attendance in person or by suitable electronic means agreed by the trustees in which each participant may communicate with all the other participants either directly or through the Chair. Where the trustees determine that

a general meeting is to be held using electronic means pursuant to ~~this~~ clauses 8, 13, 14 & 15, such determination shall be set out in the notice of general meeting sent to members, together with details of how a member may participate in such meeting.

**18 viii** Where the committee determines that a general meeting is to be held by electronic means only such determination shall be set out in the notice of general meeting sent to members, along with an explanation of the exceptional circumstances which require the general meeting to be held by electronic means only.

**18 ix** For the purposes of this clause “exceptional circumstances” means circumstances which in the reasonable opinion of the committee render it impossible to hold an effective general meeting in person or by a combination of meeting in person and through electronic means.

**18 x** Where a general meeting is to be held in person, the trustees may if they deem it appropriate set out a procedure in the notice of meeting which allows members to attend electronically if they so wish, and in such circumstances both members physically present in person and members present by electronic means will be considered present in person and will count towards the quorum for the relevant meeting.

**18 xi** If the meeting is to be held solely by electronic means pursuant to clauses 8, 13, 14 & 15, the place of the meeting shall be deemed to be the charity's registered office address.

**18 xii** Proceedings at a general meeting held by electronic means pursuant to clause 15, or a physical meeting at which procedures are put in place to allow members to attend electronically pursuant to clause 15, will not be invalidated due to technical issues which prohibit members from joining such meeting electronically, so long as a sufficient number of members to form a quorum under clauses 14 & 15 is able to join the meeting successfully.

**18 xiii** **Voting**

***(a) by proxy***

A member may appoint a proxy to attend a general meeting and vote on his or her behalf in accordance with clause 15.

***(b) electronic balloting***

Where a meeting is to be held by electronic means, or where procedures are put in place to allow members to join a physical meeting by electronic means, the trustees may put in place an electronic balloting mechanism to allow members present at the meeting by electronic means to vote as if they were present in person. Where such a voting mechanism is to be used for a meeting, the notice of meeting will set this out.

**18 xiv Proxies**

- (1) Proxies may only be validly appointed by notice in writing (a **Proxy Notice**) which:
  - (a) states the name and address of the member appointing the proxy;
  - (b) identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed;
  - (c) is signed by the member appointing the proxy, or is authenticated in such manner as the trustees may determine; and
  - (d) is delivered to the charity in accordance with clauses 8, 13, 14 & 15.
  
- (2) The trustees may from time to time determine the form in which Proxy Notices should be submitted to the charity in advance of any general meeting.

**18 xv Online Trustees' meetings**

A trustees' meeting or a meeting of a committee of the trustees may be held in person or by suitable electronic means agreed by the trustees or the members of the committee (as the case may be) in which each participant may communicate with all the other participants.

**Therefore the resolution before Members today, is to approve the amendment to the Constitution which will allow Online Meetings to take place.**