



Revised Notification of the 28th Annual General Meeting of Chelmsford U3A

Dear Members,

I am writing to inform you of the following:

I. Notice is hereby given that an Annual General Meeting (AGM) of the members will be held on:

Wednesday 10th February 2021, commencing at 2.00p.m. on-line via Zoom

II. The committee are of the opinion that the current situation relating to the Covid-19 pandemic is likely to render it impossible to hold an effective general meeting in person and therefore has decided that the meeting is to be held by electronic means only. Members will be able to participate in the meeting via the internet or phone. Details of how to access the meeting will follow in due course.

III. Any member who is unable to attend the AGM may appoint someone else to vote on their behalf (either a named individual or the chairman of the meeting). A form of Proxy notice has been issued for such purpose and must be deposited with the Secretary at least 48 hours prior to the meeting.

IV. The business to be transacted at the meeting is as follows:

I. To confirm the minutes of the AGM held on 12 February 2020 (published in the Dec 2020 newsletter).

II. To receive and adopt the examined financial statements for the year ending December 2020.

III. To endorse the decision of the committee trustees to reduce the annual subscription fee as follows:

i. Full members £12 (reduced from £16)

ii. Affiliated members £8 (reduced from £12)

iii. Part-year members £7.50 (reduced from £10)

IV. To debate and vote upon special resolution 1: To amend the constitution of Chelmsford u3a to allow electronic participation and voting in general meetings. (Further details on pages 2 and 3 below)

V. To elect the following members to the committee:

i. Eddie Wood (as treasurer for a second term of 3 years)

ii. Diane Brewer (for a second term of 3 years)

iii. Roger Spall (previously a co-opted member)

iv. Lesley Wood (previously a co-opted member)

v. Wendy Hubbard

vi. Ann Bell

VI. To re-elect David Marsh as the accounts Examiner

Anne Brereton,
Secretary

Special Resolution 1: Proposed amendment to the Constitution

The clauses on how Chelmsford U3A holds its annual and special meetings are set out in its governing document hereby referred to as the 'Constitution'. At present they do not provide for electronic participation or voting at meetings.

The Charities Commission has given us special permission to hold this AGM (2021) even though our constitution does not normally allow it. This is an emergency dispensation to deal with the Coronavirus pandemic and applies to meetings held between 26/03/2020 and 30/03/2021. Since we cannot predict what the situation will be by 2022 the Committee is recommending that the constitution be amended so that members can attend and vote electronically at future AGMs. This does not mean that we will be restricted to any one specific format-it would be possible to have a hybrid event with members in a hall and others online, a totally virtual event or a totally physical meeting. Simply put the committee's aim is to have the legal means to hold an AGM where members can participate electronically if they wish.

In order to change the constitution, it is necessary to hold this AGM with 66% of the votes cast in a quorate meeting in favour of this special resolution.

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Proposed new clauses to the Constitution:

- 6.5 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 clause, 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
- 6.6 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.
 - (i) 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.
- 6.7 If the meeting is to be held solely by electronic means pursuant to clause 6.6, the place of the meeting shall be deemed to be the charity's registered office address.

- 6.8 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.
- 6.9 Proceedings at a general meeting held by electronic means pursuant to clause 6.6, or a physical meeting at which procedures are put in place to allow members to attend electronically pursuant to clause 6.8, 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 clause 6.1 or 6.2 is able to join the meeting successfully.

6.10 Voting

- I. By proxy: A member may appoint a proxy to attend a general meeting and vote on his or her behalf in accordance with clause 6.11.
- II. 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.

6.11 Proxies

- 1) Proxies may only be validly appointed by notice in writing (a Proxy Notice) which:
 - I. states the name and address of the member appointing the proxy.
 - II. identifies the person appointed to be that member's proxy and the general meeting in relation to which that person is appointed.
 - III. is signed by the member appointing the proxy, or is authenticated in such manner as the trustees may determine; and
 - IV. is delivered to the charity within 48 hours of the meeting.
- 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.

To be inserted as new Clause 5.5 (vi)

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.