

NCu3a AGM Supporting Document

NCu3a Proposed Constitutional Changes 2021

Background

During 2020/2021 we have experienced the impact the Covid Pandemic has had on our organization. It has therefore been deemed necessary by the Committee to reflect on this impact and address a number of anomalies should the NCu3a find itself in a similar situation in the future as well as further clarifying the roles etc of the Committee Members.

In brief these are as follows:

Proposed Changes

- 1) **Clarification** of the Executive Committee Members i.e. Chair, Vice Chair, Treasurer, and Business Secretary, the Non Executive Committee Members i.e. All remaining Members and the Trustees i.e. ALL members of the NCu3a Committee (Section 1 refers)
- 2) **Duration of Office** for the Executive Members of the Committee in the event of a situation which is deemed "exceptional" the term of office can be extended which by doing so ensures a level of continuity during that period. NB this is limited to a period of a maximum of 2yrs over and above the standard agreed term of 3years but is subject to an annual review and vote by the membership at the AGM. (Section 7 vi (d) refers).
- 3) **Duration of office** for the Non Executive Committee Members of the Committee. The standard duration is for 3 years but can be extended subject to the agreement of the individual member. However this must be reviewed annually after the standard term of office and agreed by the membership at the AGM (Section 7 vi (a) refers)
- 4) **Procedures for Online and Hybrid General Meetings**, (Section 16A refers) In summary

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 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.

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.

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.

Proceedings at a general meeting held by electronic means pursuant to clause 14, or a physical meeting at which procedures are put in place to allow members to attend electronically in pursuant to clause 14, 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 16iv is able to join the meeting successfully.

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 14ii.

(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.

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 at least 2 days prior to the scheduled meeting date

(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.

Online Trustees' Meetings

A trustees' meeting or a meeting of The U3A committee may be held in person or by suitable electronic means agreed by The U3A Committee in which each participant may communicate with all the other participants.

In order to review the above revisions please access the NCu3a web site where you will find a Draft Copy of our Constitution.

Any questions should be directed to our Chairman accesable via our Web site facility by Monday 11th October 2021.