



## ADDITIONAL CLAUSES

### **19. PRECEDENT CLAUSES FOR INCLUSION IN THE CONSTITUTION**

The following clauses allow for the U3A to conduct online and hybrid general meetings as approved and communicated by the Third Age Trust in October 2020. Th approval was necessary to allow the U3A to continue to meet the requirements of the above Trust and Charity Commission while observing any necessary restrictions on its operations for the protection of its members.

#### **19.1 Online and Hybrid General Meetings**

A general meeting (whether an annual general meeting or a special general meeting) may be held in person by suitable electronic means agreed by the trustees in which each participant may communicate with all the other participants. Where the trustees determine that a general meeting is to be held by electronic means pursuant to this clause 19.1, 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.

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.

If the meeting is to be held solely by electronic means pursuant to clause 19.1, the place of the meeting shall be deemed to be the charity's registered office address.

Proceedings at a general meeting held by electronic means pursuant to clause 19.1, or a physical meeting at which procedures are put in place to allow members to attend electronically pursuant to clause 19.1, 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 19.1 is able to join the meeting successfully.

#### **19.2 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 19.1

##### *(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.

### **19.3 Proxies**

19.3.1 Proxies may only be validly appointed by notice in writing (Clause 19.2 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 clause [●].

19.3.2 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.

### **19.4 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.

a) The above additional clauses 19.1,19.2,19.3,19.4 to the constitution were validated and adopted by members of the Cam Dursley & District u3a as recommended by their executive committee at an emergency general meeting held on 20<sup>th</sup> May 2021.