

# Precedent Clauses for Inclusion in the Constitutions of Local u3as

## 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 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.

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.

If the meeting is to be held solely by electronic means pursuant to clause [●], 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 [●], or a physical meeting at which procedures are put in place to allow members to attend electronically pursuant to clause [●], 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 [●] 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 [●].

*(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 in accordance with clause [●].

(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 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.