

Central Advocacy partners

Resolutions to the AGM - 27th October 2021

As members will be aware, the Covid 19 crisis stopped everyone from holding public meetings last year, including CAP's AGM. We were, however, able to hold the meeting using video. Unsurprisingly, CAP's rules (called its Memorandum and Articles) do not say we can hold meetings this way, but we were able to go ahead as the Government passed a law - the Corporate Insolvency and Governance Act in June 2020 - which allowed companies to hold meetings by video. This law has now come to an end, so the directors of CAP have decided to alter the rules so we can hold further video meetings or meetings on the phone in the future if we need to.

To change CAP's rules we need members to agree. We can do this by passing "resolutions" - agreements - at the AGM.

These resolutions will take out some of the existing rules and put new ones in their place.

We would like members to agree to change the following rules:

- the **Notice of General Meetings** (the way we tell people the AGM is coming up)
- the **Procedure at General Meetings** (the way we run the AGM)
- the **Procedure at Directors' Meetings** (the way we run directors' meetings)

We would also like to increase the number of people you can elect as directors, to make sure we always have enough. At the moment we can have **up to 5**, but this can sometimes cause difficulties if some of the directors aren't well or are away, so we would like to change the rule about this as well and allow you to elect **up to 7**.

Lastly, the rules use some words we think could lead to some people being discriminated against so we would like to change these.

I have set out below in detail the changes we would like you to agree with in the rules. (Articles are the numbered paragraphs in the rules)

It is agreed that Articles 29, 30, 31 and 33 - "Notice of General Meetings" - be deleted and replaced by:

"Notice of general meetings

30 At least 14 clear days' notice must be given of any general meeting.

31. The reference to "clear days" in article 30 shall be taken to mean that, in calculating the period of notice, the day after the notice is posted (or, in the case of a notice sent by email, the day after it was sent), and also the day of the meeting, should be excluded.

32. A notice calling a meeting shall specify the time of the meeting, and (subject to article 34) the place where the meeting is to be held; and

- (a) it shall indicate the general nature of the business to be dealt with at the meeting;

- (b) if a special resolution (see article 37) (or a resolution requiring special notice under the Companies Act) is to be proposed, it shall also state that fact, giving the exact terms of the resolution; and
- (c) it shall notify the Members of their right to appoint a proxy.

33. If members and directors are to be permitted to participate in the meeting by way of audio and/or an audio-visual link, the notice (or notes accompanying the notice) shall:

- (a) set out details of how to connect and participate via (in the case of participation by way of audio) dial-in details, or (in the case of participation by way of an audio-visual link) that link; and
- (b) for the benefit of those members who do not have access to a computer or to an adequate internet connection, draw members' attention to (i) the ability to participate in the meeting via audio only means, (ii) the ability of Members to appoint the chairperson of the meeting as proxy, and to direct the chairperson on how they should vote in relation to each resolution to be proposed at the meeting, or (iii) (where attendance in person is to be permitted) the ability to attend and vote in person at the meeting.

34. If participation in the meeting is to be by way of audio and/or audio-visual links – with no intention for the meeting to involve attendance in person by two or more members in one place – the requirement under article 32 to specify the place of the meeting in the notice calling the meeting shall not apply (except to the extent that this remains a requirement under the Companies Act).

35. A notice convening an annual general meeting shall specify that the meeting is to be an annual general meeting.

36. Notice of every general meeting shall be given to all the members and directors, and (if auditors, or, if appropriate, independent examiner, are in office at the time) to the auditors/independent examiner:

- (a) in hard copy form; or
- (b) (where the individual or corporate body to whom notice is given has notified the company of an email address to be used for the purpose of communications from the company) by way of email; or
- (c) (subject to the company notifying members of the presence of the notice on the website, and complying with the other requirements of section 309 of the Companies Act) by means of a website.”

It is also agreed that Articles 37, 38, 39, 40,41, 42, 43, 44, 45, 46, 47,48 and 49 “ Procedure at General Meetings” be deleted and replaced by:

“Procedure at general meetings

40. The board may, if they consider appropriate in exceptional circumstances (whether on the basis of concerns relating to health risks associated with large gatherings, or otherwise) make arrangements for members and directors to participate in general meetings by way of audio and/or audio-visual links, providing:

- (a) the means by which members and directors can participate in this manner are not subject to technical complexities, significant costs or other factors which are likely to represent – for all, or a significant proportion, of the members - a barrier to participation;
- (b) the notice calling the meeting contains the information required under article 32 ; and
- (c) the manner in which the meeting is conducted ensures, so far as reasonably possible, that those members and directors who participate via the audio or audio-visual links are not disadvantaged with regard to their ability to contribute to discussions at the meeting, as compared with those members and directors (if any) who are attending in person (and vice versa).

41. A general meeting may involve two or more members or directors participating via attendance in person while other members and/or directors participate via audio and/or audio-visual links; or it may involve participation solely via audio and/or audio-visual links.

42. For the avoidance of doubt, an individual participating in a general meeting (whether as a member, as a proxy for a member, as the authorised representative of a member which is a corporate body, as a director, or as the chairperson of the meeting) via an audio or audio-visual link shall be deemed to be present (or, as the case may be, in attendance) at the meeting.

43. Where a general meeting is to involve participation solely via audio and/or audio-visual links, the board shall encourage any individuals participating in that general meeting who do not have access to a computer or to an adequate internet connection to dial-in to the meeting via audio means, failing which the board shall take reasonable steps to encourage such individuals to participate in the meeting through:

- (a) (in the case of Members) the submission of a proxy form (which may appoint the chairperson of the meeting as proxy, and with the proxy form being completed in a manner which directs the chairperson on whether to vote in favour of, or against, each of the resolutions to be proposed at the meeting); and/or
- (b) the submission of questions and/or comments, which (subject to article 44) the chairperson of the meeting will be expected to read out, and address, in the course of the meeting.

44. The requirements under paragraph (b) of article 43 shall not apply if and to the extent that the questions or comments are of an unreasonable length (individually or taken together), or contain material which is defamatory, racist or otherwise offensive.

45. No business shall be dealt with at any general meeting unless a quorum is present; the quorum for a general meeting shall (subject to article 46) be 15 Members, either present or represented by proxy.

46. If a quorum is not present within 15 minutes after the time at which a general meeting was due to commence - or if, during a meeting, a quorum ceases to be present - the meeting shall stand adjourned to such time, and (subject to article 47) place, as may be fixed by the chairperson of the meeting.

47. Where participation in the adjourned meeting is to be by way of audio and/or audio-visual links - with no intention for the adjourned meeting to involve attendance in person by two or more members or directors in one place - the requirement under article 49 for the chairperson to fix the place of the adjourned meeting shall not apply.

48. The chair of the company shall (if present and willing to act as chairperson) preside as chairperson of each general meeting; if the chair is not present and willing to act as chairperson within 15 minutes after the time at which the meeting was due to commence, the directors present at the meeting shall elect from among themselves the person who will act as chairperson of that meeting.

49. The chairperson of a general meeting may, with the consent of the meeting, adjourn the meeting to such date, time and (subject to article 47) place as the chairperson may determine.

50. Every Member shall have one vote, which (whether on a show of hands or on a secret ballot) may be given either personally or by proxy.

51. Where a Member, or a proxy for a Member, is participating in a meeting via audio or an audio-visual link, they may cast their vote on a given resolution orally, or by way of some form of visual indication, or by use of a voting button or similar, or by way of a message sent electronically – and providing the board have no reasonable grounds for suspicion as regards authenticity, any such action shall be deemed to be a vote cast via a show of hands.

52. Any Member who wishes to appoint a proxy to vote on their behalf at any meeting (or adjourned meeting):

- (a) shall lodge with the company, at the company's registered office, a written instrument of proxy (in such form as the board require), signed by that Member; or
- (b) shall send by electronic means to the company, at such electronic address as may have been notified to the members by the company for that purpose, an instrument of proxy (in such form as the board require);

providing (in either case), the instrument of proxy is received by the company at the relevant address not less than 48 hours before the time for holding the meeting (or, as the case may be, adjourned meeting).

53. An instrument of proxy which does not conform with the provisions of article 52, or which is not lodged or sent in accordance with such provisions, shall be invalid.

54. A member shall not be entitled to appoint more than one proxy to attend on the same occasion.

55. A proxy appointed to attend and vote at any meeting instead of a member shall have the same right as the member who appointed that proxy to speak at the meeting; and a proxy need not be a member of the company.

56. A vote given, or ballot demanded, by proxy shall be valid notwithstanding that the authority of the person voting or demanding a ballot had terminated prior to the giving of such vote or demanding of such ballot, unless notice of such termination was received by the company at the company's registered office (or, where sent by email,

was received by the company at the address notified by the company to the members for the purpose of email communications) before the commencement of the meeting or adjourned meeting at which the vote was given or the ballot demanded.

57. If there are an equal number of votes for and against any resolution proposed at a general meeting, the chairperson of the meeting shall not be entitled to a casting vote.

58. A resolution put to the vote at a general meeting shall be decided on a show of hands unless a secret ballot is demanded by the chairperson (or by at least two persons participating in the meeting and entitled to vote, whether as Ordinary Members or as proxies for Ordinary Members); a secret ballot may be demanded either before the show of hands takes place, or immediately after the result of the show of hands is declared.

59. If a secret ballot is demanded, it shall be taken at the meeting and shall be conducted in such manner as the chairperson may direct.

60. Where a Member, or a proxy for a Member, is participating in a meeting via audio or an audio-visual link, the chairperson's directions regarding how a secret ballot is to be conducted may allow them to cast their votes on the secret ballot via any of the methods referred to in article 51 providing reasonable steps are taken to preserve anonymity (while at the same time, maintaining confidence in the validity of the process).

61. The result of any secret ballot shall be declared at the meeting at which the ballot was demanded.

62. These articles of association impose certain requirements regarding the means which can be adopted for participation and voting at general meetings; providing the arrangements made by the board in relation to a given general meeting are consistent with those requirements:

- (a) an Ordinary Member cannot insist on participating in the general meeting, or voting at the general meeting, by any particular means;
- (b) the general meeting need not be held in any particular place;
- (c) the general meeting may be held without any number of those participating in the meeting being together at the same place (but on the basis that the quorum requirements – taking account of those participating via audio or an audio-visual link – must still be met);
- (d) the general meeting may be held by any means which permits those attending to hear and contribute to discussions at the meeting;
- (e) an Ordinary Member will be able to exercise the right to vote at a general meeting (including where a secret ballot is to be held) by such means as is determined by the chairperson of the meeting (consistent with the arrangements made by the board) and which permits that Ordinary Member's vote to be taken into account in determining whether or not a resolution is passed."

It is also agreed that Articles 68, 69, 70, 71, 72, 73, 74, 75, 76 and 77 "Procedure at directors' meetings" are deleted and replaced by:

“Procedure at directors’ meetings

80. Any director may call a board meeting or request the secretary to call a board meeting.

81. Questions arising at a board meeting shall be decided by a majority of votes; if an equality of votes arises, the chairperson of the meeting shall have a casting vote.

82. A resolution agreed to in writing (or by e-mail) by a majority of the directors (providing a copy of the resolution has been circulated to all of the directors) shall be as valid as if duly passed at a board meeting.

83. No business shall be dealt with at a board meeting unless a quorum is present; the quorum for board meetings shall be 3.

84. If at any time the number of directors in office falls below the number fixed as the quorum or the remaining director(s) may act only for the purpose of filling vacancies or of calling a general meeting.

85. A director may, if considered appropriate (whether on the basis of concerns relating to health risks associated with gatherings, or otherwise) participate in board meetings by way of audio and/or audio-visual links, providing:

- (a) the means by which directors can participate in this manner are not subject to technical complexities, significant costs or other factors which are likely to represent – for all, or a significant proportion, of the directors - a barrier to participation; and
- (b) the manner in which the meeting is conducted ensures, so far as reasonably possible, that those directors who participate via the audio or audio-visual links are not disadvantaged with regard to their ability to contribute to discussions at the meeting, as compared with those directors (if any) who are attending in person (and vice versa).

86. A director participating in a board meeting in the manner provided for under article 85 shall be deemed to be present in person at the meeting.

87. For the avoidance of doubt, a board meeting may involve participation solely via audio and/or audio-visual links.

88. If directors are to be permitted to participate in the meeting by way of audio and/or an audio-visual link, the directors shall, in advance of the meeting:

- (a) be provided with details of how to connect and participate via (in the case of participation by way of audio) dial-in details, or (in the case of participation by way of an audio-visual link) that link;
- (b) be made aware, for the benefit of those directors who do not have access to a computer or to an adequate internet connection, of (i) the ability to participate in the meeting via audio only means, or (ii) (where attendance in person is to be permitted) the ability to attend and vote in person at the meeting.

89. Where a director is participating in a board meeting via audio or an audio-visual link, they may cast their vote on a given resolution orally, or by way of some form of visual indication, or by use of a voting button or similar, or by way of a message sent electronically.

90. Providing the arrangements in relation to a given board meeting are consistent with the requirements set out in articles 85 to 89:

- (a) a director cannot insist on participating in the board meeting, or voting at the board meeting, by any particular means;
- (b) the board meeting may be held without any number of those participating in the meeting being together at the same place (but on the basis that the quorum requirements – taking account of those participating via audio or an audio-visual link – must still be met);
- (c) the board meeting may be held by any means which permits those attending to hear and contribute to discussions at the meeting;
- (d) a director will be able to exercise the right to vote at a board meeting by such means as is determined by the chairperson of the meeting and which permits that director's vote to be taken into account in determining whether or not a resolution is passed.

91. Unless they are unwilling to do so, the chair of the company shall preside as chairperson at every board meeting at which they are present; if the chair is unwilling to act as chairperson or is not present within 15 minutes after the time when the meeting was due to commence, the directors present shall elect from among themselves the person who will act as chairperson of the meeting.

92. The directors may, at their discretion, allow any person who they reasonably consider appropriate, to participate (whether in person or by way of an audio or audio-visual link) in any board meeting; for the avoidance of doubt, any such person who is invited to participate in a board meeting shall not be entitled to vote.

93. A director shall not vote at a board meeting (or at a meeting of a sub-committee) on any resolution concerning a matter in which that director has a personal interest which conflicts (or may conflict) with the interests of the company; and they must withdraw from the meeting while an item of that nature is being dealt with.

94. For the purposes of article 93, a person shall (subject to article 95) be deemed to have a personal interest in a particular matter if any partner or other close relative of theirs or any third sector organisation of which they are a board member or any firm of which they are a partner or any limited company of which they are a substantial shareholder or director or any limited liability partnership of which they are a member, has a personal interest in that matter.

95. Where a subsidiary of the company has an interest in a particular matter which is to be considered by the board, a director of the company who is also a director of that subsidiary will not be debarred from voting on that matter (unless they have a different personal interest in that matter, unrelated to their position as a director of that subsidiary).

96. A director shall not be counted in the quorum present at a meeting in relation to a resolution on which they are not entitled to vote.

97. The company may, by ordinary resolution, suspend or relax to any extent – either generally or in relation to any particular matter – the provisions of articles 93- 96.

It is also agreed that Article 50 “Maximum number of directors” be deleted and replaced by:

“Maximum number of directors

63. The maximum number of directors shall be 7.”

It is also agreed that the following words be substituted:

“member” instead of “he/she” in Articles 19, 20, 21, 65

“person” instead of “he/she” in Article 68

“their” instead of “his/her” in Article 98

Lastly, it is agreed that the Article numbers be changed in line with all the new articles now included.

Norman Dunning
Chairperson

6th October 2021