

Constitutional Amendments May 2021

To be proposed by the Society's Trustees at the Special General Meeting on 20th May 2021

PART 1

There are no changes to PART 1 of the Leatherhead Concert and Arts Society Constitution

PART 2

We are holding this Special General Meeting (SGM) on the last date we 'dare', in the hope it will be live in a public room. We hoped not to exclude any members. As it turns out, we are still not allowed to meet, and a few offline members will be excluded. They will be sent this information by post. If one of them asks to join you for the SGM we hope you will oblige.

The changes to 10. General Meetings clarify where General Meetings must take place, give the Committee of Trustees the power to delay an Annual General Meeting in particular circumstances, and describe how an online general meeting may be conducted. Charity Commission asked us to do this, pointing out that although online meetings are not prohibited under the existing Constitution it would be wise to specifically permit them.

Although it seems highly unlikely in a small society like ours, there is provision that a person who cannot be seen may be allowed to speak but may not vote. This is to avoid any risk of personation rendering a vote unsound.

Items 4, 6 & 7 are just re-numbered as a result of inserting 3 and 5.

10. General meetings

- (1) The charity must hold a general meeting within twelve months of the date of the adoption of this constitution.
- (2) An annual general meeting must be held in each subsequent year at a venue situated within five miles of the Parish Church of St Mary and St Nicholas, Leatherhead, and not more than fifteen months may elapse between successive annual general meetings.
- (3) Where Government, the local authority, the venue's management, or the charity's Trustees rule or determine that it would be illegal or unsafe for members to attend a physical annual general meeting the Trustees may postpone the meeting for no more than 13 months from the date originally planned. Members entitled to vote at the originally planned meeting will be entitled to vote at the re-scheduled meeting.
- (4) All general meetings other than annual general meetings shall be called special general meetings.
- (5) General meetings may be held online using an electronic service that provides both sound and vision where doing so does not exclude more than ten per cent of the Members entitled to vote at the meeting. Where a member is not visible at an online meeting they will be deemed not present for voting and quorum purposes. The members present at the meeting may decide whether to permit the person to address the meeting.
- (6) The trustees may call a special general meeting at any time.

- (7) The trustees must call a special general meeting if requested to do so in writing by at least ten members or one tenth of the membership, whichever is the greater. The request must state the nature of the business that is to be discussed. If the trustees fail to hold the meeting within twenty-eight days of the request, the members may proceed to call a special general meeting but in doing so they must comply with the provisions of this constitution.

We are taking this opportunity to add flexibility as to how committee offices are held. At the moment the role of concert manager can be combined with another office. Some small societies merge the Secretary role with another and we intend permit this in future.

17. Officers and trustees

- (3) The **offices of secretary and of concert manager** may **be held by** one of the **holders of** other officer posts. Where no concert manager can be found among the elected trustees the trustees may co-opt a suitable person, or they may employ a concert manager to organise the concert programme and manage the concert schedule.

The addition of provision 8 in 21 Proceedings of Trustees is to clarify the normal area where committee meetings are to be held, to describe the conditions under which online meetings may be conducted, and to make the same provision about an unseen Trustee as for Members at a general meeting. They may be heard but may not vote.

21. Proceedings of trustees

- (8) Trustees may choose to hold their meetings:

- a. in person at an agreed venue or at a venue determined by the Chair and which is within five miles of the Parish Church of St Mary and St Nicholas, Leatherhead.
- b. online using a service that provides both sound and video provided this would not exclude any Trustee who wishes to attend the meeting. Where a person entitled to vote at a Trustee meeting cannot be seen by the others present that person shall be deemed not present and will not count in the quorum or in any vote. The other Trustees present may choose to allow that person to address the meeting.

The Trustees propose no other amendments to the Constitution at this time.