

## Questions and Answers: The 2020 AGM and the Proposed EGM

Please find below a number of questions and answers relating to the Society's AGM in 2020.

1. What is the Society required to do under its articles?

- To hold an AGM by 29th September 2020

2. Is the Society, as a company, required to hold an AGM under the Companies Act 2006?

- No

3. What has Council decided to do?

- To hold an AGM, electronically, within the period required by the Society's articles. Decision making and resolutions proposed will be limited to routine AGM business (such as the receipt of the accounts, the appointment of the auditors and the appointment of trustees.) There will be no special resolutions or decisions on non-routine business.

4. Is this permitted in law?

- Yes. Under emergency legislation brought in to deal with various governance problems arising from the Covid-19 Pandemic (the Corporate Insolvency and Governance Act 2020, "CIGA") many organisations (including companies like the Society) can currently lawfully hold meetings electronically, notwithstanding the fact that they are not ordinarily permitted so to do by the organisation's constitution.

5. How will members be able to vote?

- CIGA has (effectively) also removed the rights of members of organisations to vote in the way that the constitution usually determines. Council has decided that the most effective way to vote at the AGM will be for members to submit advance proxy votes to be cast by the Chair of the AGM. The Chair will cast members' votes on behalf of members exactly as set out on the forms submitted by them. It was deemed that pre-received proxy votes would be the best, least confusing and safest way to ensure that as many members can cast their votes as possible. Voting electronically via Zoom at the AGM was considered, but was deemed to be less rigorous and reliable than the approach that Council is taking. No votes will be proposed at the AGM other than those for which all the necessary supporting papers will be available on the Society's website in advance of the AGM.

6. Where is the proxy form and how can I access it?

- The form can be found on the members section of the Society's website approximately 12 days before the AGM. This could not be sent with the AGM notice as members are required to be given notice of the AGM before the deadline by which members can submit nominations for the trustee elections. It was deemed sensible to produce one single comprehensive proxy form for all the votes that could be cast and therefore this could not be done until nominations closed.

7. Do I have to use the proxy form on the website?

- No. Members are entitled to submit proxies in any form they wish provided they are clear, unambiguous, signed and dated. However, having a prescribed form makes the collation of votes easier so we would urge you to use that prescribed form.

8. Can I appoint anyone other than the Chair of the AGM to be my proxy?

- No. On this occasion Council is using the full powers of CIGA to simplify voting. However, as we have said, the Chair will vote precisely as you instruct.

9. Will other forms of voting be permitted?

- No. On this occasion Council will use the powers of CIGA to keep the process as simple as is possible.

10. How do I submit my proxy form?

- You may access and download it via the members' area of the website. Please then complete, sign and date it and either post or scan and email it back in the way indicated on the form.

11. Will I be permitted to speak and ask questions at the meeting?

- Yes. Except for the fact that the meeting will be held electronically and that votes may be cast by proxy only in all other respects the meeting will remain the same.

12. Could Council have held the meeting, in person, in the usual way?

- Yes. However, it was decided that it would be too difficult and unsafe in the midst of the current Pandemic to do so. CIGA would have allowed Council, for example, to hold a physical meeting but restrict attendance on a 'first come first served' basis according to the venue's social distancing rules. However, this was considered to be less democratic than the alternative that has been chosen. Very few similar organisations have decided to persist with physical meetings this year.

13. Could Council have chosen to not hold a meeting at all?

- Possibly. This approach would not have been an offence under the Companies Act 2006, but would have breached the Society's contractual obligations to its members to hold one. Many similar organisations seem to have taken this approach, trusting to the patience and understanding of their members not to challenge it. Council considered, but rejected, this idea.

14. What are the additional papers for 'advance notice of an EGM' all about?

- The Society's articles are extremely out of date and now hampering Council's ability to make progress in many governance and other aspects that form part of future plans. Council intended, at this year's AGM, to propose the adoption of a new modern form of articles. However, it was decided that the way in which the AGM will be held as a result of the Pandemic would not now facilitate a fair and open debate. Therefore this resolution has been postponed. Council intends to convene, as soon as is practicable, a full physical EGM to propose and adopt new articles so has circulated as much information and supporting papers about what is intended as it can at this stage. The Chair of Governance will explain this at the AGM and there will be an opportunity to discuss the plans. It is not yet clear what will happen when the CIGA legislation expires. However, Council has provided a large portion of the papers that will be required for this EGM now and hopes that there will be a means of formally convening and holding that EGM very soon, by whatever is the prevailing legislation at the time. A copy of the proposed new articles and supporting documents can be found on the members area of the website.