

COVID-19 General Meeting Guidance for Supporter Groups.

During these unprecedented times we realise a number of our members will be looking to ensure their groups meet their constitutional requirements whilst observing the Government instructions on group gatherings.

We are aware that some supporter groups are considering several options, including postponing scheduled member meetings, such as Annual General Meetings (AGMs).

The constitution of an individual group governs the relationship between a group and its members. It is important members are afforded the ability to exercise the rights they have under the group's constitution.

Groups may want to take their own legal advice to consider any risks arising from action taken by members as a result of a breach of their own constitution.

The below guidance is general advice based on supporter groups operating under a written constitution. If you are unsure if this guidance applies to you please get in touch. The FSA would be happy to offer specific guidance for individual groups.

Postponement

Your constitution may require you to hold an Annual General Meeting within a certain timeframe of the previous one.

In some cases, postponement of the AGM would lead to groups being in breach of their own rules.

It is the responsibility of the group's officers to take reasonable steps to ensure that the obligations set out in the rules are met as soon as is reasonably practicable.

Where a postponement wouldn't lead to a constitutional breach it may be prudent to go down this route.

Ensure you keep your members informed of any decisions you make and the reasoning behind them, allowing members input where necessary and appropriate.



Holding AGM Remotely

Groups may want to consider alternative arrangements to ensure their AGM commitments are met, such as making use of video and online conferencing where permitted.

You would need to check that nothing in your constitution forbids this action.

Accessibility

If the meeting was to be held via video and online conferencing, a service must be selected which is accessible to all members, free to use and you must ensure that detailed instructions on how to access and use the service are sent out to members, allowing them to raise any issues with accessing the service in advance.

Remember that all of your members may not be *au fait* with communicating electronically so try to choose a service which is simple to use. Remember to consider options for members who for various reasons may not be able to access online services.

Whilst there are many free to use products on the market, you may need to be prepared to pay for a conferencing facility to ensure maximum accessibility.

Notice

You may be required by your constitution to give a notice period to members when calling any general meeting. Ensure there is allowance and provision to provide this notice and any subsequent papers by digital methods.

Quorum

Your constitution may set out a required quorum to be present before any general meeting of the group can do business.

We interpret the word “present” as being present on the video and online conference rather than solely as in the room in person.

It is recommended that you keep a register of remote attendees should the issue of quorum at the meeting be raised or questioned in the future.

Location

Some rules may define where a meeting should be held. For example, rules for supporter trusts typically states: “*The Society Board may decide where a general meeting is to be held.*”



Again, this allows for interpretation for the meeting to be held “online.”

It is important to remember that rules that define who can be a member need to be observed too and it is usual that only full members can attend and vote at an AGM.

Ensure the video and online conferencing service you utilise allows you to issue a code or password so only members can access the meeting which you can provide with the calling notice.

Voting & Proxies

We would advise in the case of a meeting being held via video and online conference that all resolutions be decided using a paper poll with the members indicating their voting preference and appointing the chair as proxy prior to the meeting.

Allow members to indicate which way they wish the proxy to vote on their behalf, in turn avoiding any inference of misuse of the power of proxy.

Summary

- Consult your constitution for guidance.
- Communicate with members if you intend to hold the meeting electronically.
- Ask the members to submit any proposed motions they wish to be considered at the meeting and allow them the option to raise any issues they have with the meeting method.
- Send out a calling notice to members before the meeting.

Detail the meeting date and time and method of joining the meeting.

Include guidance on how to access and use your preferred video and online conferencing service.

Send out the relevant paperwork and include a proxy form with the proposed meeting resolutions for members to indicate their vote preference and return.

- Hold the meeting via video and online conferencing providing the meeting is quorate.

Your Network Managers at the FSA are on hand to offer any further guidance and advice required.