



COVID-19 General Meeting Guidance for Supporter-Owned Clubs & Supporters' Societies

During these unprecedented times we realise a number of our supporter-owned clubs and supporters' societies will be looking to ensure their societies meet their regulatory and legal requirements whilst observing the Government instructions on group gatherings.

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

The rules of an individual society govern the relationship between a society and its members. It is important members are afforded the ability to exercise their rights under the rules of a society.

Societies 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 rules.

The below guidance is based on societies operating under the Model Rules for a Supporters Community Mutual (2016) Version (for Supporters Trusts) and supporter owned clubs operating under the Sports Club Community Mutual (2015) Version (for Community Owned Clubs).

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 clubs and societies.

Postponement

Registered societies are required to hold an Annual General Meeting within six months of their financial year end and to file accounts with the FCA within seven months.

In some cases, postponement of the AGM would lead to societies failing to meet these legislative requirements and to be in breach of their own rules.

It is the society's responsibility to take reasonable steps to ensure they meet any obligations they are under as soon as reasonably practicable.

Where a postponement wouldn't lead to the above breaches 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

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

Although the Model Rules for a Supporters Community Mutual (2016) Version does not specifically lay out this as an option within the rules, it also does not forbid it.

Accessibility

Rule 28 for Trusts and 29 for Clubs states: *“The Society is to ensure that all general meetings are accessible so as to encourage participation in them by members”*

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 ensure that detailed instructions on how to access and use the service is sent out to members along with the calling notice, 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

Rules 35 for Trusts and 36 for Clubs states: *“Notice of a general meeting is to be given either in writing; or where a member has agreed to receive notice in this way, by such electronic means as the Society Board shall decide.”*

Notice shall be given at least 14 clear days before the date of the meeting.

This allows the society to send calling notices and relevant papers out via email or post.

Quorum

Rule 38 for Trusts and 39 for Clubs states: *“Before a general meeting can do business there must be a quorum present. Except where these Rules say otherwise a quorum is 20 members or 5% of the members entitled to vote at the meeting whichever is lower.”*



The rule uses the word “present” though this can be interpreted as being present on the video and online conference rather than in person.

The provision for video and online conferencing is referenced in the rules regarding society board meetings and this interpretation can be extended to general meetings.

To comply with the rules, ensure you keep a register of remote attendees should the issue of quorum at the meeting be raised or questioned in the future.

Location

Rule 39 for Trusts and 40 for Clubs 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 only full members of the society 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

Rule 47 for Trusts and 48 for Clubs states: *“A resolution put to the vote at a general meeting shall be decided on a show of hands unless a paper poll is demanded in accordance with these Rules.”*

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

Rule 52 for Trusts and 53 for Clubs states: *“A proxy may be appointed, and the appointment may instruct the proxy to vote in a particular way or as he or she thinks fit.”*

This allows 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.

Rule 53 for Trusts and 55.1 for Clubs states: *“No person other than the Chair of the meeting can act as proxy for more than 3 members.”*

In the situation of holding an electronic meeting the Chair of the society would act as a proxy for all absent members as this is the only viable way of operating within the rules.

Board Elections

Rule 62 for Trusts and 64 for Clubs states: *“New Directors shall be elected in accordance with the Society’s Election Policy including by authenticated electronic means and postal ballot.”*

This allows the society to conduct its society board elections electronically if this is usually held alongside the AGM.

Summary

- Consult your society rules and side policies 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.
- If society board elections are taking place alongside the AGM send out the relevant notices in line with your election side policy.
- Send out a calling notice to members 14 clear days 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.