

The Third Age Trust: EGM 2020

Notice of the Extraordinary General Meeting of the Third Age Trust

Notice is hereby given that an Extraordinary General Meeting of the Third Age Trust will be held ONLINE:

On Thursday 10th December 2020, commencing at 10.00am

Details on how to access the meeting for both voting delegates and non-voting delegates will be distributed to U3As by email. Members U3As will be offered the opportunity to register delegates to vote on any resolutions during the meeting or by proxy under section 324 of the Companies Act 2006 and article 15 of the Articles of Association of the Third Age Trust.

This meeting is for the purpose of approving:

Special Resolution 1:

To amend the Articles of Association of the Third Age Trust as detailed below to allow electronic participation or voting in general meetings:

NB On p4 of this document there is a statement from the Board with further background and explanation of this special resolution.

Proposed number	Proposed clause wording or proposed new clause	Current Number	Current clause wording
12(2)(a) (new clause)	A general meeting (including an annual general meeting) may be held in person or in exceptional circumstances only, by suitable electronic means agreed by the directors in which each participant may communicate with the meeting through the chair. Where the directors determine that a general meeting is to be held by electronic means pursuant to this Article, such determination shall be set out in the notice of general meeting sent to members, along with an explanation of the exceptional circumstances which require the general meeting to be held by electronic means only.		
12(2)(b) (new clause)	For the purposes of this clause “exceptional circumstances” means circumstances which in the reasonable opinion of the directors render it impossible to hold an effective general meeting in person or by a combination of meeting in person and through electronic means.		

Proposed number	Proposed clause wording or proposed new clause	Current Number	Current clause wording
12(3) (new clause)	Where a general meeting is to be held in person, the directors will take steps to facilitate a procedure which allows members to attend electronically if they so wish, and in such circumstances members physically present in person and members present by electronic means will be considered present in person and will count towards the quorum for the relevant meeting. Details of this procedure will be set out in the notice of the meeting.		
12(4) onwards	[All subsequent paragraph numbers to be adjusted accordingly]	12(2) onwards	
13(3)	The notice must specify the date time and place of the meeting, the general nature of the business to be transacted and the wording of any resolutions to be proposed. <i>If the meeting is to be held by electronic means, the place of the meeting shall be deemed to be the charity's registered office address.</i> If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 15.	13(3)	The notice must specify the date, time and place of the meeting, the general nature of the business to be transacted and the wording of any resolutions to be proposed. If the meeting is to be an annual general meeting, the notice must say so. The notice must also contain a statement setting out the right of members to appoint a proxy under section 324 of the Companies Act 2006 and article 15.
13(6) (new clause)	Proceedings at a general meeting held by electronic means, or a physical meeting at which procedures are put in place to allow members to attend electronically pursuant to Article 12(3), will not be invalidated due to technical issues which prohibit members from joining such meeting electronically, so long as a sufficient number of members to form a quorum under Article 14(2) is able to join the meeting successfully.		
13(7)	[All subsequent paragraph numbers to be adjusted accordingly]	13(6)	
14(2)	A quorum is 10 % of members. A member counts towards the quorum if they are present in person or by proxy or by authorised representative and entitled to vote upon the business to be conducted at the meeting. <i>Where a meeting is to be held by electronic means, or where procedures are put in place to allow members to join a physical meeting by electronic means pursuant to Article 12(3), members present electronically will be deemed to be present in person.</i>	14(2)	A quorum is 10% of the members. A member counts towards the quorum if they are present in person or by proxy or by authorised representative and entitled to vote upon the business to be conducted at the meeting.

Proposed number	Proposed clause wording or proposed new clause	Current Number	Current clause wording
14(9) (new clause)	Where a meeting is to be held by electronic means, or where procedures are put in place to allow members to join a physical meeting by electronic means, the directors may put in place an electronic balloting mechanism to allow members present at the meeting by electronic means to vote as if on a show of voting cards. Where such a voting mechanism is to be used for a meeting, the notice of meeting will set this out. For the purposes of these Articles reference to a show of voting cards at a general meeting shall include reference to any online balloting mechanism which may be set out in the notice of meeting.		
14(10) onwards	[Subsequent Articles to be renumbered accordingly]	14(9) onwards	

Agenda

1. To debate and vote upon special resolution 1 as detailed above.	To be moved by the Board of The Third Age Trust
2. Extraordinary General Meeting formally closed.	

Notes relating to the 2020 EGM

1	In accordance with the special dispensation introduced by Schedule 14 of the Corporate Insolvency and Governance Act 2020 to assist companies with issues related to the COVID-19 pandemic, the EGM of The Third Age Trust will be held online.
2	Each member U3A will be sent instructions as to how you should notify The Third Age Trust of the names of your authorised representatives (pursuant to article 17(3) of the Articles of Association of The Third Age Trust). Such authorised representatives will be entitled to attend the EGM as voting delegates of your U3A.
3	The online meeting facility is being provided by specialist online meeting provider Lumiglobal. All delegates will be required to register (using the instructions sent by us) and will be able to cast their votes during the meeting on all resolutions online. Delegates who represent member U3As that are entitled to exercise more than one vote, will have the correct number of votes assigned to them using the Lumiglobal system. You must appoint your delegate using the online system by 6pm on Monday 07 December 2020.
4	All members also have the right to appoint a proxy under section 324 of the Companies Act 2006 and Article 15 of the Articles of Association of The Third Age Trust. Your proxy may attend, speak and vote at the meeting. Please note if you appoint a delegate to vote at the meeting, your proxy votes will not be counted.
5	You will be provided with details of how you may appoint your proxy. These details will be provided to you in the mailing including this notice by email. The appointment of a proxy online must be completed by 6pm on Monday 07 December 2020. When appointing your proxy you may give them an indication of how they should vote (or abstain) on the resolution, or you may leave it to the discretion of your proxy to vote as they think fit in relation to the resolution to be proposed at the meeting. You may appoint any U3A as your proxy or the Company Secretary.
6	If you do not wish to (or cannot) appoint your proxy using the online system, you can request a pdf version of the proxy form by emailing Fran Walton at AGM@u3a.org.uk which should be completed and returned in accordance with the instructions contained in that form, and which must be received by 6pm on Monday 07 December 2020.
7	If you have any questions in relation to completion of a proxy form you are invited to call Fran Walton on 020 8466 6139 or by emailing AGM@u3a.org.uk .
8	A statement to accompany the resolution is also included in the mailing in which you received this notice.

Statement from the Board of the Third Age Trust

Proposed Amendment to the Trust's Articles of Association.

The clauses on how the Trust holds its annual general meeting are set out in its Articles of Association. At present, they do not provide for electronic participation or voting.

The Trust's virtual AGM in September resulted from the Corporate Insolvency and Governance Act which allowed companies to hold virtual AGM even where their Articles did not normally allow it. As this was emergency legislation, to deal with the Coronavirus pandemic, it was time limited - originally to 30th September 2020. It has now been extended to 30th December, 2020.

Obviously, it is impossible to predict where the world will be next August when the 2021 AGM is scheduled. Furthermore, even if large meetings are possible, there may well be a reluctance by U3A members to travel and attend a large meeting.

Nearly twice as many members attended the recent virtual AGM than previous physical ones, thereby significantly increasing the ability of members to participate. The evidence is that many members prefer to attend an AGM virtually - even when it is possible to attend physical meetings.

Against this background, the Board is recommending that the Trust's Articles be amended so that members can attend and vote electronically at future AGMs. This does not mean that the Trust is committed to any specific format - it would be possible to have a hybrid event with members in a hall and others online, a totally virtual or a totally physical meeting. Nor does it commit the Trust to using the same technology as employed at its recent AGM. Simply put, the Trust's aim is to have the legal means to hold an AGM where members can participate electronically, if they wish.

In order to change the Trust's Articles, it is necessary to hold this EGM with 75% of the votes cast in a quorate meeting in favour of the Special Resolution.

Ian McCannah

Chair – Third Age Trust

6 November, 2020.