



**RDA UK**

**2020 ANNUAL GENERAL MEETING**

**6 November 10.30am**

**To be held at RDA National Training Centre  
and by Zoom Video Conference**

**RESOLUTIONS**  
**&**  
**VOTING INSTRUCTIONS**

## **RDA NATIONAL - 2020 ANNUAL GENERAL MEETING**

**This pack of papers includes all you need to vote at the 2020 AGM. Please do place your vote – it is important!**

**Below you will find a list of the resolutions being put to the meeting, with some explanation of each one. On the accompanying papers you will find voting instructions and a proxy form. If you have any queries, please call National Office on 01926 492 915 and ask for either Ed Bracher or Amanda Perkins.**

### **Resolutions**

This year there are 7 resolutions, as laid out below. Under each resolution there is a brief explanation. The first 6 resolutions are “Ordinary Resolutions”, which means they are required for the normal running of RDA and so require a 50% majority for them to be carried. Resolution 7 is a “Special Resolutions”, which means it makes a one-off change to the Articles of Association and so requires a 75% majority to be carried.

### **Ordinary Resolutions**

**1. To appoint Sayer Vincent as Auditors of the Association in respect of the accounts for the year commencing 1 April 2020**

This is an annual resolution, which is required by law. The Board are recommending that we continue to employ Sayer Vincent as our auditors.

**2. To confirm the re-appointment of Neil Goldie-Scot as Honorary Treasurer of the Association**

Neil is an appointed Trustee and has been in post for more than three years. He has agreed to continue and this has been accepted by the Board. The Memorandum and Articles dictate that after three years in office his re-appointment is annually confirmed at the AGM.

**3. To confirm the re-appointment of Emma Wells as a Trustee of the Association, with specific responsibility for participants**

Emma is an appointed Trustee and has been in post for more than three years. She has agreed to continue and this has been accepted by the Board. The Memorandum and Articles dictate that after three years in office her re-appointment is annually confirmed at the AGM

**4. To confirm the re-appointment of Julianne Jessup as a Trustee of the Association, with specific responsibility for communication**

Julianne is an appointed Trustee and has been in post for more than three years. She has agreed to continue and this has been accepted by the Board. The Memorandum and Articles dictate that after three years in office her re-appointment is annually confirmed at the AGM

**5. To confirm the re-appointment of Jess Cook as a Trustee of the Association, with specific responsibility for disability issues**

Jess is an appointed Trustee and has been in post for more than three years. She has agreed to continue and this has been accepted by the Board. The Memorandum and Articles dictate that after three years in office her re-appointment is annually confirmed at the AGM

**6. To appoint Sally Hall as an Honorary Life Vice President of the Association**

Hon Life Vice Presidents are recommended by the Board and appointed by the AGM. Sally Hall has been the lead volunteer for Endurance for the past 4 years. She conceived, introduced and spearheaded the opening up of endurance activities, which are now undertaken by almost a third of our Groups.

### **Special resolutions requiring a 75% majority**

**7. To amend the Articles of Association of RDA UK (as described) to allow for future General Meetings to be held by video conference, where a face-to-face meeting is not possible.**

As we know from the past 8 months, the pandemic has curtailed our ability to meet in person. Although only a fall back, the Trustees consider it prudent to explicitly allow for General meeting to be able to happen by video conference, where necessary.

There are a number of changes that need to be made to the Articles to allow for an electronic meeting in future. The changes are shown below. Additions are shown in **bold italics**, deletions are shown in ~~bold strike through~~.

If you would like to see a full version of the document, please let us know.

### **Section 1 of the Articles - "INTERPRETATION"**

#### **Add the following words**

*"electronic means" means suitable electronic means agreed by the charity trustees in which each participant may communicate with all the other participants.*

### **Section 7 of the Articles - GENERAL MEETINGS**

#### **Change to wording as follows**

~~7. All General Meetings other than Annual General Meetings shall be called Extraordinary General Meetings.~~

**7.1 A General Meeting may be held either in person or by suitable electronic means determined by the Board or in a combination of both provided that all Member Groups participating in the General Meeting may communicate with all the other participants. If all of the Member Groups participating in a General Meeting are not in the same place, the Board may decide that the meeting is to be treated as taking place wherever any of them is.**

**7.2 A reference to any General Meeting includes a reference to a meeting held by electronic means in accordance with article 7.1. A person shall be regarded as being present at a General Meeting at any time where he she or is attending personally or by electronic means in accordance with article 7.1.**

### **Section 9 of the Articles - NOTICE OF GENERAL MEETINGS**

#### **Add wording as follows**

9. An Annual General Meeting or a General Meeting called for the passing of a special resolution or a resolution appointing a person as a Board Member shall be called by at least twenty-one clear days' notice. All other Extraordinary General Meetings shall be called by at least fourteen clear days' notice but a General Meeting may be called by shorter notice if it is so agreed:-

9.1 in the case of an Annual General Meeting, by all the Member Groups entitled to attend and vote thereat; and

9.2 in the case of any other Meeting by a majority in number of the those having a right to attend and vote being a majority together holding not less than ninety-five per cent of the total voting rights at the Meeting.

The notice shall specify the time and place of the Meeting **or, as appropriate, the electronic means by which it is to be held (or both)** and the general nature of the business to be transacted and, in the case of an Annual General Meeting, shall specify the meeting as such. The notice shall be given to all those specified in Article 3

**Section 17 of the Articles - PROCEEDINGS AT GENERAL MEETINGS**

**Add wording as follows**

- 17 The chairman may with the consent of a Meeting at which a quorum is present (and shall if so directed by the Meeting) adjourn the Meeting from time to time and from place to place, but no business shall be transacted at an adjourned Meeting other than business which might properly have been transacted at the Meeting had the adjournment not taken place. When a Meeting is adjourned for fourteen days or more, at least seven clear days' notice shall be given specifying the time and place of the adjourned Meeting ***or, as appropriate, the electronic means by which it is to be held (or both)*** and the general nature of the business to be transacted. Otherwise it shall not be necessary to give any such notice.

**Section 21 of the Articles - PROCEEDINGS AT GENERAL MEETINGS**

**Add wording as follows**

- 21 A poll shall be taken as the chairman directs, ***including by electronic means***, and the chairman may appoint scrutineers (who need not be members) and fix a time and place for declaring the result of the poll. The result of the poll shall be deemed to be the resolution of the Meeting at which the poll was demanded.

**Section 25 of the Articles – VOTES OF MEMBERS**

**Add wording as follows**

25. On a show of hands or on a poll every Member Group present in person, ***by electronic means***, or by proxy shall have one vote.

## RDA NATIONAL

### 2020 ANNUAL GENERAL MEETING

**Friday 6<sup>th</sup> November – 10.30am**

### VOTING INSTRUCTIONS

Due to the unique restrictions of social distancing this year's meeting will be held by video conference. As such there will be a limit to the number of people who can join the meeting. However, it is still important that you can cast your vote and therefore, we encourage groups to vote by proxy, through your Regional Chair.

You can do this in one of two ways:

1. Instructing your Regional Chair (as your proxy) as to how your vote is cast (ie, you decide how your vote is cast)
2. Allowing your Regional Chair (as your proxy) to use their discretion as to how your vote is cast – for or against a resolution (ie the Regional Chair decides how your vote is cast).

All proxy votes are cast by Regional Chairmen, on behalf of the Groups in their Region

If you wish to vote by proxy, please follow the link in the email and you can do this online. If you want to do so on paper, please print the attached proxy voting form and send it back to the address below.

Your Group is, of course, entitled to send a representative to the meeting. If you would rather cast your vote by attending, please contact Amanda Perkins at [aperkins@rda.org.uk](mailto:aperkins@rda.org.uk) and we will register you to vote at the meeting, space permitting.

**If you are sending back your voting form, please ensure that it is received by RDA National before the closing date of Friday 31 October 2020 (midday).**



**2020 ANNUAL GENERAL MEETING – VOTING FORM**

Friday 6th November – 10.30am

**PLEASE NOTE YOU CAN NOW FILL THIS FORM IN ON-LINE BY GOING TO [link here]**

**VOTING BY ATTENDANCE**

If you are attending the AGM and will be voting in person you must bring this form with you to the meeting and exchange it for a voting card at the registration desk

**VOTING BY PROXY**

If your group is voting by proxy please complete the form below to indicate how you wish to vote and return it to RDA national office by midday on Friday 31<sup>st</sup> October 2020

Name of Group

We appoint our Regional Chair as our proxy and direct our proxy to vote, on our behalf, as follows:

**ORDINARY RESOLUTIONS**

*[Please tick one box only for each resolution]*

Resolution 1 – *To appoint Sayer Vincent as auditor of the Association in respect of the accounts for the year commencing 1 April 2020*

For  Against  Abstain  Proxy's discretion

Resolution 2 – *To confirm the re-appointment of Neil Goldie-Scot as Honorary Treasurer of the Association*

For  Against  Abstain  Proxy's discretion

Resolution 3 – *To confirm the re-appointment of Emma Wells as a Trustee of the Association, with specific responsibility for participants*

For  Against  Abstain  Proxy's discretion

Resolution 4 – *To confirm the re-appointment of Julianne Jessup as a Trustee of the Association, with specific responsibility for communications*

For  Against  Abstain  Proxy's discretion

Resolution 5 – *To confirm the re-appointment of Jess Cook as a Trustee of the Association, with specific responsibility for disability issues*

For                       Against                       Abstain                       Proxy's discretion

Resolution 6 – *To appoint Sally Hall as an Honorary Life Vice President of the Association*

For                       Against                       Abstain                       Proxy's discretion

**SPECIAL RESOLUTION**

Resolution 7 – *To amend the Articles of Association of RDA UK (as described) to allow for future General Meetings to be held by video conference, where a face-to-face meeting is not possible.*

For                       Against                       Abstain                       Proxy's discretion

Signed \_\_\_\_\_

Name \_\_\_\_\_

Position within Group \_\_\_\_\_

Date \_\_\_\_\_

**PLEASE RETURN THIS FORM TO NATIONAL OFFICE BY  
MIDDAY – Friday 31<sup>st</sup> October 2020**