

Proposed changes to the NWKFS constitution (No 11 dated April 2019) as a result of the 2020 pandemic. These changes are to determine the types of meetings of the Society and how they are held. The advice from the government guidance published 7 April 2020 and updated 26 June 2020 contains the statement 'so we advise trustees to check their governing document and see if they can make amendments themselves to facilitate changes as to how or when meetings are held.

Clause number	New or revised clause	Remarks
8	Meetings	Title remains as existing clause 8.
8.1.	In this constitution the following expression 'meeting', except where inconsistent with any legal obligation includes:	New clause
8.1.1	A physical meeting	New clause. Face to Face meeting. The courts have defined meetings as people who can both see and hear each other, but the constitution can be written to accept audio only communications such as telephone conferencing.
8.1.2	A video conference, an internet video facility or similar electronic method allowing simultaneous visual and audio participation. Known as virtual meetings	New clause
8.1.3	Telephone conferencing.	New clause
8.2	Annual General Meeting.	Title as existing clause 8.1
8.2.1	All members have the right to attend and vote at an Annual General Meeting except as noted in section 3.1.4	Clause as existing 8.1.1
8.2.2	Once in every calendar year an Annual General Meeting shall be held at such place and on such date as the Society Committee shall determine. The Annual General Meeting shall be held within fifteen months of the previous one. The Society Committee shall give notice of the meeting to all members either in writing or by announcement in the Journal of the Society, at least three weeks before the date of such meeting.	Clause as existing 8.1.2
8.2.3	The meeting shall be chaired by the Society Chair or a member designated by the Society Committee to chair that specific meeting.	Clause as existing 8.1.3

8.2.4	At each Annual General Meeting the Committee shall present a report of the activities of the Society since the previous Annual General Meeting and the Treasurer shall present the financial accounts of the Society for the year ending the previous 31st December, which shall have been subject to an independent examination.	Clause as existing 8.1.4
8.2.5	Motions for the Annual General Meeting shall be signed by the proposer and seconder and sent to the Secretary not less than eight weeks before the date of the meeting.	Clause as existing 8.1.5
8.2.6	Except as provided in clauses 11 and 12 below, motions may be passed by a simple majority. In the event of an equal numbers of votes being cast for and against any motion the Chair of the meeting shall have a second or casting vote.	Clause as existing 8.1.6
8.2.7	Although a vote may be taken on matters not specified on the agenda as an expression of opinion, such a vote shall not have the force of a resolution and neither shall bind on the Society Committee.	Clause as existing 8.1.7
8.2.8	At an Annual General Meeting the quorum shall be fifty members.	Clause as existing 8.1.8
8.2.9	If there is no quorum at an Annual General Meeting then a second meeting shall be called in the same manner as set out above. At this second meeting the quorum shall be the number of members attending the meeting.	Clause as existing 8.1.9
8.2.10	A record of the Annual General Meeting shall be kept.	Clause as existing 8.1.10
8.2.11	Where a physical meeting cannot be convened and decisions for the good governance of the Society are required a postal and or email vote; known as a postal vote; on the subject of the decisions shall be organised. Notice will be given in the Journal.	New clause. AGM not considered practical for virtual meetings or telephone conferencing. In practice notice will be given in the Journal and on the web site.
8.2.12	In these circumstances an agenda of the meeting decisions needed will be circulated to all members. Nominations and motions are to be submitted to the Secretary within four weeks after the notice of the postal vote. The format and layout of the agenda will act as a voting paper and be given in the Journal and on the web site.	New clause. This includes election of the officers and committee, acceptance of the previous minutes, acceptance of the accounts, and the Trustees report and the appointment of the Independent

		Examiner. Any motions or resolutions should also be included.
8.2.12.1	The members will return their copy of the agenda marked to indicate their vote for each decision needed to the Society secretary in the case of postal votes or directly to the scrutineers where the voting has been done electronically by email.	New clause
8.2.12.2	The voting papers will be passed to the scrutineers appointed by the Trustees who will prepare a report of the results. This report will be sent to the Trustees and Editor for publication in the Journal and issue to all members. This is the record of the postal AGM	New clause
8.2.12.3	The timescale for organising this voting is to give notice of the postal vote and within four weeks receive any nominations and any motions. To issue the Agenda in the Journal. Responses will be required within five weeks from the date of issue of that Journal. The scrutineers report will be sent to the trustees and the editor within four weeks of receiving the voting papers.	New clause. Sets out the timescale for postal voting
8.2.12.4	The number of the returned voting papers needed is the same number as the quorum for a physical meeting (Clause 8.2.8).	New clause
8.3	Extraordinary General meeting	Title as existing clause 8.2
8.3.1	The Society Committee shall have the power to call an Extraordinary General Meeting of the Society within twelve weeks of the decision to hold that meeting. Members shall be notified at least three weeks before the date of the meeting either in writing or by announcement in the Journal.	Clause as existing 8.2.1
8.3.2	The Society Committee shall be bound to call an Extraordinary General Meeting within twelve weeks of receiving a written request to do so which specifies the business to be discussed and is signed by no less than twenty five members.	Clause as existing 8.2.2
8.3.3	The business to be discussed must appear on the agenda and no other business may be considered.	Clause as existing 8.2.3
8.3.4	All members have the right to attend and vote at an Extraordinary General Meeting, except as noted in section 3.1.4	Clause as existing 8.2.4
8.3.5	Without a quorum, no vote shall be taken and no second meeting shall be called.	Clause as existing 8.2.5

8.3.6	In all other matters, the Extraordinary General Meeting shall be conducted in the same way as an Annual General Meeting.	Clause as existing 8.2.6
8.3.6.1	Where a physical meeting cannot be convened and decisions for the good governance of the Society are required a postal and or email vote; known as a postal vote; on the subject of the business to be discussed an EGM can be organised.	New clause. EGM not considered practical for virtual meetings or telephone conferencing.
8.3.6.2	The postal EGM shall be organised as the postal AGM in clauses 8.2.12.to 8.2.12.4	New clause
8.3.7	A record of the Extraordinary General Meeting shall be kept.	Clause as existing 8.27
8.4	Annual Branch Meeting	Title remains as existing clause 8.3
8.4.1	All members have the right to attend and vote at an Annual Branch Meeting, except as noted in section 3.1.4	Clause as existing 8.3.1
8.4.2	Once in every calendar year an Annual Branch Meeting shall be held at such place and on such date as the Branch Committee shall determine. The Annual Branch Meeting shall be held within fifteen months of the previous one. The Branch Committee shall give notice of the meeting to all members either in writing or by announcement in the Journal of the Society, at least four weeks before the date of such meeting.	Clause as existing 8.3.2 but with period changed to four weeks
8.4.2.1	Where a physical meeting cannot be convened due to exceptional circumstances where local members cannot gather to hold a meeting then the time limit of clause 8.4.2 should be ignored with the agreement of the Trustees. The first reconvening of a Branch meeting is also to include an Annual Branch Meeting.	New Clause. A pandemic or similar reason that prevents a physical meeting. The alternative meetings and postal voting are considered impractical.
8.4.3	The meeting shall be chaired by the Branch Chair or a member designated by the Branch committee to chair that specific meeting.	Clause as existing 8.3.3
8.4.4	At each Annual Meeting the Branch Committee shall present a report of the activities of the Branch since the previous Annual Meeting	Clause as existing 8.3.4
8.4.5	Motions for the Annual Branch Meeting shall be signed by the proposer and seconder and sent to the Branch Secretary not less than three weeks before the date of the meeting.	Clause as existing 8.3.5 but with period changed to three weeks

8.4.6	Except as provided in clauses 11 & 12 below, motions may be passed by a simple majority. In the event of equal number of votes being cast for and against any motion the Chair of the meeting shall have a second or casting vote.	Clause as existing 8.3.6
8.4.7	Although a vote may be taken on matters not specified on the agenda as an expression of opinion, such a vote shall not have the force of a resolution and neither shall it bind on the Branch Committee.	Clause as existing 8.3.7
8.4.8	At an Annual Branch Meeting, the quorum shall be ten members.	Clause as existing 8.3.8
8.4.9	If there is no quorum at an Annual Branch Meeting then a second meeting shall be called in the same manner as set out above. At this second meeting the quorum shall be the number of members attending the meeting.	Clause as existing 8.3.9
8.4.10	A record of the Annual Branch Meeting shall be kept and a signed copy sent to the Society Secretary.	Clause as existing 8.3.10
8.5	Meetings of Society Committees	Title as existing clause 8.4
8.5.1	The quorum shall be five for the Society Committee and three for Branch Committees.	Clause as existing 8.4.1
8.5.2	A meeting will be chaired by the elected Chair or Vice-Chair or in their absence a member elected by those present.	Clause as existing 8.4.2
8.5.3	A simple majority shall be sufficient to pass any motion. In the event of an equal number of votes being cast for and against a motion the Chair shall have a second or casting vote.	Clause as existing 8.4.3
8.5.4	The Society Committee shall determine such procedures as it deems necessary and proper for the conduct of its own meetings, Branch Committee and Sub-Committee meetings. A record of these meetings shall be kept.	Clause as existing 8.4.4
8.5.5	If a President and/or Vice-Presidents attend a meeting of a Committee they shall be as advisors only.	Clause as existing 8.4.5
8.5.6	Where a physical meeting cannot be convened and decisions for the good governance of the Society are required a virtual meeting or a telephone conference meeting shall be held. The procedures in clause 8.5.1 to 8.5.5 will apply to this form of meeting.	New clause. A physical or postal meeting are considered impractical.

8.5.7	The secretary of the meeting will distribute an Agenda with any reports prepared on the activities of the committee members and their sub-committees.	New clause
8.5.8	On conclusion of the meeting the Secretary will prepare the minutes of the meeting noting any decisions taken and the actions required of the committee members.	New Clause
8.5.9	For the Trustee's Society meeting, if a trustee does not have the equipment or knowledge to join a virtual meeting the Society shall provide such equipment and training to use it	New clause. Provided to prevent any elected committee member be disenfranchised.
8.5.10	If a trustee or Branch committee member cannot attend a committee meeting, they can forward their views and opinions to the other Trustees or branch committee members at least 1 calendar week before the meeting. This report will be considered as part of the committee's discussion but the absentee member will not have a vote.	New clause. The lack of having a vote is because they have not been part of the meeting's discussion.
11	Alterations to Constitution	Title remains as existing clause 11
11.1	A resolution for the alteration of the Constitution must be received by the Secretary of the Society from the Society Committee or by written request from no less than twenty-five members specifying the clause or clauses to be altered. The Society Committee shall be bound to call an Extraordinary General Meeting to consider the resolution or be included in the agenda of an Annual General Meeting.	Clause as existing with added reference to an AGM
11.2	Alterations to this Constitution shall receive the assent of two-thirds of the members present and voting at the Extraordinary General Meeting or an Annual General Meeting.	Clause as existing with added reference to an AGM
11.3	No alterations to the objects, this clause, or Clause 12 which next follows, shall take effect until the approval of the Charity Commissioners or other authority having charitable jurisdiction shall have been obtained and no alteration shall be made which would cause the Society to cease to be a charity in law.	Clause as existing