

## **AECLJ Special Resolution for AGM on 29<sup>th</sup> September 2020**

### **Explanatory notes:-**

1. **Corporate Insolvency and Governance Act 2020** – during the current pandemic emergency UK legislation was give Royal Assent on 25<sup>th</sup> June 2020 and it means that we may, by 30<sup>th</sup> September 2020, hold our annual general meeting and any votes may be permitted to be cast, by electronic means or any other means.
2. The Executive Committee therefore agreed to hold the AGM at **1600 Central European Summer Time on Tuesday 29 September 2020** and to do so virtually.
3. Given the uncertainty about when physical meetings may once again become normal, it seems sensible to provide in our articles of association provisions similar to those provided by the 2020 Act. Provisions 65(b)-(f) reflect the Act and 65(a) brings us up to date with modern internet practice.
4. Under the Companies Act 2006, a special resolution must be passed by a majority of not less than 75%.
5. In practice, we plan to e-mail people with invitations and to use software, such as Microsoft Teams, that will enable participation in virtual meetings.

### **Special resolution to be taken at the Annual General Meeting**

There shall be added to the Articles of Association the following Article after Article 64

#### **VIRTUAL MEETINGS**

65. Notwithstanding any foregoing provision, the Executive Committee, by majority, or in an urgent case, the President may decide that circumstances require meetings to move from a physical to a virtual form and that, therefore:
  - (a) Notice of the meeting shall be published on the Association's website and that shall constitute sufficient notice.
  - (b) The meeting need not be held at any particular place.
  - (c) The meeting may be held, and any votes may be permitted to be cast, by electronic means or any other means.
  - (d) The meeting may be held without any number of those participating in the meeting being together at the same place.
  - (e) A member does not have a right—
    - i) to attend the meeting in person, or
    - ii) to vote by particular means.
  - (f) The provisions of the Articles shall have effect subject to this paragraph.