

Little Gaddesden Drama Club

Notice of Extraordinary General Meeting

To be held on Tuesday 21 September 2021 at 8:00pm

In the Little Gaddesden Village Hall Committee Room (around the back)

Agenda

- 1 Apologies for absence**
- 2 Chairman's Introduction**
- 3 Treasurer's Interim Report**
- 4 Secretary's Interim Report**
- 5-10 Resolutions 1-6**

The texts for Resolutions 1-6 are attached, along with an explanatory note for each. In summary:

- *Resolutions 1 and 2 are to deal with the fallout from the Covid-19 pandemic;*
- *Resolution 3 was to have been put to the 2020 AGM, which didn't happen because of the pandemic, and is to make it easier to retain committee members who are willing to continue to serve beyond the current three year limit; and*
- *Resolutions 4, 5 and 6 are to enable committee meetings, AGMs and EGMs to be held by video conferencing such as on Zoom or Microsoft Teams or by other technical means.*

- 11 Future Productions**
- 12 Any Other Business**

6 September 2021

Request for Subscription

I/we enclose herewith the subscription for 2021/22 (*delete as necessary)

- * £5 per adult
- * £10 per family
- * £1 children under 18 years

Name:

Address:

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Bring to the EGM or send to Lyn Hyde, 22 Little Gaddesden, Berkhamsted, Herts HP4 1NU. Cheques payable to Little Gaddesden Drama Club.

Or, for electronic payment, please use the following details:

LG Drama Club
Sort code: 30 90 73
Account No.: 00191317
Reference: [Your Surname] Sub

If you pay electronically, please email Diana Ball, Treasurer, at dizzy.diana.db@gmail.com to let her know that you've paid.

Please note: participation at the EGM is dependent upon payment of subscriptions, as is entitlement to receipt of future membership communications. Subscribed members are included in the mailing list.

Resolutions for EGM (21-09-2021)

Resolution 1

“That in view of the Covid-19 pandemic the requirement in Rule 9 of the Constitution and Rules of Little Gaddesden Drama Club (“the Constitution”) on the holding of Annual General Meetings for 2020 and 2021 be waived for those years for all purposes.”

Explanatory Note (not part of the resolution): *This is the first of two resolutions that deal with the consequences of the pandemic on the Drama Club. This resolution regularises that fact that we weren't able to hold AGMs for either 2020 or 2021.*

Resolution 2

“That in view of the Covid-19 pandemic the Committee as constituted following the 2019 Annual General Meeting shall retrospectively and prospectively be permitted and empowered to serve until the 2022 Annual General Meeting, with the period between the 2019 and 2022 Annual General Meetings being treated as one year for the purposes of Rules 6 and 8 of the Constitution.”

Explanatory Note: *This is the second resolution dealing with the consequences of the pandemic on the Drama Club. It enables the 2019-2020 committee to serve until the next AGM, which is planned for 2022. Since the existing wording of the Constitution limits to three consecutive years the terms of ‘Ordinary Members’ of the committee (i.e. those members other than those holding the office of Chairman, Vice-Chairman, Secretary, Treasurer and Technical Officer), we need a way of ensuring that existing committee members don't fall foul of that restriction; so we would treat 2019-2022 as a single year. Going forward, we're proposing to do away with the three year limit; see Resolution 3 below.*

Resolution 3

“That Rule 8(1)(d) of the Constitution be amended as follows, with text proposed to be deleted shown in ~~strikeout~~:

The Ordinary Members shall retire at the Annual General Meeting but may be re-elected, ~~except that no such member of the Committee shall serve for more than three consecutive years as an Ordinary Member;~~”

Explanatory Note: *This was a resolution that the committee had decided in February 2020 to put before the 2020 AGM, but that didn't happen. We're proposing to remove the limit on ordinary (non-officer) committee members serving for no more than three consecutive years. This limit made good sense in the days when there was a clamour of people willing to serve on the committee and we had to have elections to choose between them. Nowadays fewer people are volunteering, and the limit makes it more difficult for those people who are prepared to serve on the committee to be able to continue to do so. So we propose deleting the three year limit for ordinary members, but we retain the requirement for re-election. We also retain a three consecutive year limit for the Chairman and Vice-Chairman.*

Resolution 4

“That Clause 6 of the Constitution be amended as follows, with text proposed to be added shown in **bold**:

The Committee shall consist of the Officers and four Ordinary Members who shall be elected annually in accordance with Rule 8.

Any meeting of the Committee may be held in person or by any suitable technical means, including video and audio conferencing, and those ‘attending’ the meeting shall be determined accordingly.

Any four members of the Committee shall form a quorum.”

Explanatory Note: The existing wording of the Constitution permits email as a form of ‘writing’ (Clause 8(1)(a)), but we have nothing explicit about permitting meetings by video or audio conference such as on Zoom or Microsoft Teams. Although such meetings may implicitly be quite proper, we thought it best to put the matter beyond doubt, and this amendment would do so for committee meetings.

Resolution 5

“That the opening and penultimate paragraphs of Clause 9 of the Constitution be amended as follows, with text proposed to be added shown in bold:

The Club’s year shall end on 31st May and the Annual General Meeting of the Club shall be held as soon as convenient after that date and in any event within fifteen months of the previous Annual General Meeting.

Any A.G.M. may be held in person or by any suitable technical means, including video and audio conferencing, and those ‘present’ at the meeting shall be determined accordingly.

A notice convening each A.G.M. shall be sent in writing to all members at least 21 days before the meeting.

...

Voting at Annual General Meetings shall be by **open vote such as a** show of hands except:

- (i) as laid down in Rule 8 (for the election of Officers and Committee);
- (ii) if a ballot is called for, on **an open vote such as a** show of hands, by one third of those present at the meeting and entitled to vote.

A simple majority shall suffice to decide on any resolution.”

Explanatory Note: The rationale for this resolution is the same as for Resolution 4. The amendment would explicitly permit AGMs to be held by video or audio conference such as on Zoom or Teams. Timing and notice requirements are unaffected. We’ve had to allow for alternatives to a vote by a show of hands in case of a poor video connection or the AGM is held by audio conferencing.

Resolution 6

“That the final paragraph of Rule 9 of the Constitution be amended as follows, with text proposed to be added shown in bold:

An Extraordinary General Meeting of the Club may be called at any time by the Chairman and shall be called by the Secretary if requested in writing to do so by any

10 members of the Club. **Any Extraordinary General Meeting may be held in person or by any suitable technical means, including video and audio conferencing.** Notice of the Meeting, and copies of the resolutions to be submitted shall be sent to all members not less than 14 days before the meeting. The voting procedure shall be the same as that for Annual General Meetings.”

***Explanatory Note:** The rationale for this resolution is the same as for Resolutions 4 and 5. The amendment would explicitly permit EGMs to be held by video or audio conference such as on Zoom or Teams. The mechanism for calling the meeting and the notice requirement are unaffected.*

Andrew Sheard, Acting Chairman
Lyn Hyde, Secretary