

**The following revisions to the Marcher Apple Network, Company Number 03787303, Articles of Association updated 29<sup>th</sup> November 2014 are proposed (Agenda Items 8 and 9) for consideration and adoption at the 27<sup>th</sup> Annual General Meeting to be held on 19<sup>th</sup> November 2022.**

Please note that changes to our Articles of Association require a special resolution passed by a majority of not less than 75%.

In the following text, any proposed additions to the Articles of Association have been indicated by underlining and any proposed deletions have been indicated by use of strikethrough.

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### **Agenda Item 8**

**Special resolution:** To consider a proposal to amend the Articles of Association to allow Annual and other General Meetings to be held online, by telephone or on a hybrid basis (with some people meeting face-to-face and others joining virtually). As well as the temporary restrictions imposed by COVID-19, MAN's membership is widely distributed and new developments in technology are making it more possible to include our remote members.

### **GENERAL MEETINGS**

5. Unless the Association has elected by Elective Resolution to dispense with the holding of Annual General Meetings the Association shall hold a General Meeting in every calendar years as its Annual General Meeting at such time and place or in such format as may be determined by the Council, and shall specify the meeting as such in the notices calling it, provided that every Annual General Meeting except the first shall be held not more than fifteen months after the last preceding Annual General Meeting, and that so long as the Association holds its first Annual General Meeting within eighteen months after its incorporation it need not hold it in the year of its incorporation or in the following year.

5a. Annual General Meetings and Extraordinary General Meetings may, at the discretion of the Council, be held online by means of a social conferencing platform. Online attendance may also be arranged at face-to-face General Meetings in order to facilitate attendance by as many members as possible.

8. Twenty-one clear days' notice in writing at the least of every Annual General Meeting and of every meeting convened to pass a Special Resolution or an Elective Resolution, and fourteen clear days' notice in writing at the least of every other General Meeting, specifying the place or format, the day and the hour of the meeting, and in case of special business the general nature of that business, shall be given in a manner hereinafter mentioned to such persons (including the Auditors) as are under these Articles or under the Act entitled to receive such notices from the Association, but with the consent of all members having the right to attend and vote thereat, or of such proportion of them as is prescribed by the Act in the case of meetings other than Annual General Meetings, a meeting may be convened by such notices as those members think fit.

11. No business shall be transacted at any General Meeting unless a quorum is present at the meeting or attending online when the meeting proceeds to business. Save as herein otherwise provided three members or 5% of current membership are personally present, whichever is the greater.

15. At any such General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands or appropriate indication by online participants, unless a poll is, before or upon the declaration of the result ~~of the show of hands~~, demanded by the Chairman or at least two Trustees ~~members~~ present in person or online or by proxy, or by a member or members present in person or online or by proxy and representing one-tenth of the total voting right of all members having a right to vote at the meeting, and unless a poll be so demanded a declaration by the Chairman of the meeting that a resolution has been carried, or carried unanimously or by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the minute book of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution. The demand for a poll may be withdrawn.

#### **VOTES OF MEMBERS**

24. Votes may be given on a poll either personally or by proxy. On a show of hands or appropriate indication by online participants a member present only by proxy shall have no vote, but a proxy for a corporation may vote on a show of hands. A corporation may vote by its duly authorised representative appointed as provided by Section 375 of the Act. A proxy need not be a member.

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#### **Agenda Item 9**

**Special resolution:** To consider a proposal to hold meetings of the Board of Directors in any way that best suits their collective circumstances and convenience, with the ability to hold meetings in-person, by video, via e-mail or any other recognized method of communication.

#### **PROCEEDINGS OF THE COUNCIL**

43. The Council may meet together for the dispatch of business, adjourn and otherwise regulate their meetings as they think fit, and determine the quorum necessary for the transaction of business. Meetings may be attended in person or by suitable electronic means agreed by the Council in which all participants may communicate with all other participants. Unless otherwise determined, three shall be a quorum. Questions arising at any meeting shall be decided by a majority of votes. In case of an equality of votes the Chairman shall have a second or casting vote.