

**Leukaemia Care (Limited)**

**Charity Commission Registered Charity No: 1183890**

**Office for the Scottish Charity Regulator Charity No: SCO49802**

**Companies House Registered Company No: 11911752**

(Registered address: One Birch Court, Blackpole East, Worcester, WR3 8SG)

At an Annual General Meeting of Leukaemia Care to be held online and in person on the 29 June 2022, the following Resolution was duly passed by Members of the Charity.

The Directors resolve to:

- 1) To amend Leukaemia Care's Articles of Association to permit Directors to hold virtual and/or hybrid meetings. This is especially important to Leukaemia Care as a significant number of Directors are immunocompromised patients because of their diagnosis and/or treatment. Virtual/hybrid meetings would allow them to participate safely and effectively in Board Meetings.

**Interpretation Clauses (Clause 2)**

**Virtual Meeting:** a Meeting of Members of the Charity or a Meeting of the Charity Trustees/Directors where arrangements have been made in advance to allow participants to attend the meeting by means of a conference telephone, video link or similar means of electronic communication at which all participants can be heard and can hear each other without the need for them to be physically present at the same location. A person participating in a meeting by such means shall be deemed to be attending virtually.

**Hybrid Meeting:** a Meeting of Members of the Charity or a Meeting of the Charity Trustees/Directors at which some participants are attending the meeting in person and others are attending virtually.

**Meetings Clauses (Clauses 13 to 21)**

The Charity shall hold a Meeting of Members attending in person or virtually in each calendar year, to be called an 'Annual General Meeting' or 'AGM'. The Charity Trustees/Directors may call other meetings of the Members attending in person or virtually as they think fit. Such meetings may be entirely virtual meetings or hybrid meetings as the circumstances allow.

The Charity Trustees/Directors shall meet not fewer than four times a year. Such meetings may be entirely virtual meetings or hybrid meetings as the circumstances allow and as agreed by the Charity Trustees.

A person attending a meeting virtually shall have the same rights to receive notice, speak, vote and otherwise participate in the meeting as he or she would have if attending the meeting in person. This also applies to people attending as proxies.

**Notice Clause (Clause 15)**

Where arrangements have been made for a meeting to be held virtually or as a hybrid meeting, the Notice calling the meeting shall state that fact and include details of the means by which a person may attend the meeting virtually.

**Quorum Clause (Clause 17)**

No business shall be transacted at a meeting unless a quorum is present. The quorum shall be four persons present and entitled to vote upon the business of the meeting. A person shall be deemed to be present by attending either in person or virtually where arrangements for virtual attendance have been made.

**Voting Clauses (Clause 21)**

A person entitled to vote upon the business at a meeting may do so either in person or virtually where arrangements for virtual attendance have been made.

Where a vote is to be taken by means of a secret ballot, any arrangements for a meeting to be held virtually or as a hybrid meeting shall include a means for those attending virtually to cast their vote secretly.

**Minutes Clause (Clause 49)**

The Minutes of a Meeting shall record the names of all persons present at the meeting without distinction between those who attended in person and those who attended virtually.

- 2) To approve any decisions made at virtual or hybrid meetings due to the COVID-19 pandemic prior to this resolution being passed.

Certified a true copy



Christopher Matthews-Maxwell

Chair of Trustees