



# Forthcoming Articles changes: Virtual GMs

LINX110

Malcolm Hutton

---

03/11/2020

# General meetings in the Articles

- We conducted the 2020 AGM virtually – on Zoom – out of necessity
  - Government restrictions on travel to contain Covid – “lockdown”
  - Our Articles specify a quorum of ten members “personally present”
  - Getting 10 members in the same location was neither legal nor safe
  - Holding a GM was essential: to adopt the accounts and to conduct a Board election
- It is not clear in our Articles whether virtual General Meetings are legally valid
  - Interpretation of the “personally present” requirement
  - We are far from the only company challenged by this – so the government passed a one-off law to legalise them between March and September December 2020

# Proposed permanent addition of virtual meetings

- The Board intends to propose an Articles amendment so that LINX may continue to hold General Meetings virtually
- We propose to specify the following requirements:
  - Virtual GMs will have the same powers as ordinary GMs
  - Only the Board can call a virtual meeting
  - The quorum (for all GMs) will be raised from 10 to 25 members
  - LINX must provide a facility for virtual GM attendees to interact/discuss matters between themselves, not only through the Chair (i.e. a chatroom, or similar), as well as to ask questions of the Board. Decisions of the meeting must still go through the Chair.

# Workaround for the Companies Act

- The Companies Act does not [may not?] permit wholly virtual meetings
- So our intention is to arrange the quorum for Virtual GMs as
  - Two people representing members, meeting in person, to satisfy the Companies Act minimum; plus
  - Another 23 members meeting by any means (e.g. on Zoom)
  - If the law is changed to remove the need for it, the requirement in our Articles to have two people meeting in person even for Virtual GMs will evaporate automatically

# Member consultation

- Consultation
  - Initially announced at LINX Live in September
  - Proposed text and a FAQ published on our website, announced on [membership@linx.net](mailto:membership@linx.net)
  - Questions in the breakout group in a few minutes
  
- Assuming member support, we intend to propose a resolution at the next GM



Thank you

