

Managing AGMs with the Coronavirus threat

U3As have been asking the Trust whether they should cancel their AGM due to the potential risk of coronavirus impacting on large groups of members, being older adults.

This advice is relevant for all U3As that have a model 2012 constitution, 2018 constitution or 2019 constitution. If you do not have a model constitution please phone the Trust advice team for further assistance.

Holding the AGM

1. The U3A should still plan and call an AGM (the model constitution provides that an AGM must be held every year).
2. U3As can send out the paperwork for AGMs as normal. In the AGM notice to all members, the opportunity for members to submit questions or comments in advance of the meeting if they are unable to attend as normal could be offered.
3. In terms of the timing of calling the AGM, the U3As would need to consider public health advice
 - whatever guidance was in place at the time the notice of AGM went out,
 - and monitor that guidance in the build up to the meeting.

NOTE: At the moment there does not seem to be any guidance mandating the cancellation of large scale events like corporate AGMs. Current government guidance (as of 10/03/20) says: "The risk to the general public attending mass gatherings is very low."

4. It may be that certain categories of individuals (those having visited specified countries, those with symptoms etc) need to be excluded and the advice accompanying the AGM notice should be sensitively worded to that effect and be consistent with the guidance for the meetings over the coming days.
5. If a U3A needs to **postpone** their AGM under the model constitution no more than 15 months may elapse between successive AGMs. So, for example, if a U3A held an AGM on 1 March 2019, in principle they would have until 1 June 2020 to hold their next AGM. This might give them time to reschedule an AGM for a time when, hopefully, the coronavirus issue is less critical. If the coronavirus situation has not abated by the end of the 15 month time limit, we would not expect the Charity Commission to seek any enforcement action against the charity on the basis of a technical breach which is a consequence of serious health concerns and adherence to government guidance.

6. If an AGM is called but there is **no quorum** (e.g. because members are self-isolating) then the meeting will have to be adjourned. The constitution does not specifically require the adjourned meeting be held within the 15 month time limit set out above so an adjourned meeting could be held after the 15 month time limit has expired. The quorum at a re-convened meeting **is the members present at that re-convened meeting** (i.e. the normal quorum requirements fall away where there has been an adjournment).

So, where an AGM has been adjourned, it is possible that the members of the executive committee could constitute a quorum for the purposes of the re-convened general meeting.

NOTE: A U3A cannot call an initial AGM when the quorum was only the committee, this could only occur at a reconvened AGM following an inquorate initial AGM

Meet Filing Deadlines

There is no technical requirement in the constitution to seek members' approval of the U3A accounts and annual return. If the accounts and annual return cannot be presented to the members at a meeting because that meeting has been cancelled or postponed, the trustees can sign them off and submit them to the Charity Commission – this would be preferable to missing the relevant deadlines. The finalised accounts could then be circulated to members by email or post, or simply presented at the next AGM.