

## Policy for EGM and canvassing of Members

Approved by Council 23/04/20

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### Overview

Following the resignation of the President in November 2019, in accordance with By-Laws of the RPS the then President Elect, Dr Alan Hodgson took up the office of President and will remain in this position until the AGM of 2021.

This leaves a vacancy for the post of President Elect, and consequently President in 2021.

Council wish to appoint an existing elected Trustee, Simon Hill FRPS to take up the position of President Elect as soon as possible.

Council have taken legal advice on the best way to formalise this arrangement and have concluded that it is appropriate for RPS Members to approve the appointment through an Extraordinary General Meeting (EGM).

### **The EGM will be held online on Friday 29 May at 11am UK time.**

Due to the constraints of the Coronavirus outbreak, this EGM will be an online meeting held by video conference to facilitate attendance by RPS Members irrespective of location or travel restriction.

The meeting will be held on a platform which allows for video and audio streaming of the event, for verbal and written contributions, and for online voting. In order to be able to run an effective, practicable meeting, Members will only be able to appoint the Chair as a proxy, and voting will only be conducted as a "show of hands", by way of the online platform's voting mechanism, for those signed into the video conference meeting.

In the week prior to the meeting, the views of the members will be canvassed by way of online voting.

### Constraints and considerations

Council recognise that two specific circumstances of this process necessitate a departure from usual practice:

1. **The resignation of the President, assumption of the post by the President Elect, and resulting vacancy for the post of President Elect.** The constitution of the RPS does not directly provide for a solution to this issue - specifically, the cycle of General Meetings and Election Years. Therefore, Council must make special provisions under these circumstances as described herein.
2. **The Coronavirus pandemic.** The Coronavirus pandemic prevents a physical gathering for an EGM. This further complicates the usual provisions for voting by *poll* or by *show of hands*, and for the effective exercise of the appointment of proxies. The impact of this is that the conduct of a vote by *poll* in an online meeting is technically impractical. At this



time, the Charity Commission is allowing Trustees to exercise judgment in how they effect decision making. Therefore, Council is authorising the approach described herein to ensure the maximum transparency and Member input possible under the circumstances.

## Policy and process

### Notification and ongoing communication

3. Members will be notified of the EGM and arrangements described herein well in advance of the normal notice period for an EGM, including by email and publication in The Journal. The formal notice of EGM will be published in the May Journal 4 weeks prior to the EGM (over 2 weeks prior to online voting described below). First email notification will be by 27 April.
4. Full explanation will be given on the RPS website at [www.rps.org/egm-2020](http://www.rps.org/egm-2020). This web page will be updated with further information as appropriate.
5. Members will be provided with an email address to be used for any questions and concerns ([egm@rps.org](mailto:egm@rps.org)). All emails will be reviewed by the Chief Operating Officer and President within 1 working day and will receive a response within 3 working days.

### Canvassing Members' views prior to the EGM

6. Prior to the EGM, online voting will be used to canvass the views of Members on the following two issues:
  - The validity of the EGM, discussions, and decisions taken therein.
  - Council's proposal to appoint Simon Hill FRPS to the post of President Elect, and to become President after the AGM in 2021.
7. **It is recognised that this online voting does not fully conform to the usual process of voting by show of hands or poll.** The results of the online voting described above will be non-binding and indicative only.
8. Voting will be conducted on a robust platform managed by a credible third party.
9. In order to vote, members will be validated by Name and Membership Number upon entering the voting platform.
10. In order to implement validation, the third party will be provided with an up-to-date list of valid voting Member names and Membership Numbers only. This is consistent with data protection regulations and the RPS Privacy policy here: [www.rps.org/privacy](http://www.rps.org/privacy). The RPS will hold a contract with the third party which clearly lays out provisions for data protection, including data retention.
11. Voting will open at midday on 19 May
12. Voting will close at midday on 26 May.

### Conduct of the EGM

13. The EGM will be conducted online by way of video conference.
14. **It is recognised that the conduct of an EGM by video conference, and that the provisions set out here do not confirm to the usual process for the conduct of an EGM.**



15. All Members will be able to attend the EGM online.
16. Only Members who have registered to attend the online meeting beforehand will be allowed access to the meeting.
17. During the period 19 to 26 May Members will be able to register to attend the meeting, if so desired.
18. Members will register to attend the EGM on an online platform. In order to register, each member will need to provide their name and Member Number and will be asked to provide an email address to which meeting details will be sent.
19. Registered Members will be sent login details not earlier than 2 days prior to the EGM and not later than 1 day prior to the EGM, by email.
20. Basic instructions for use of the online platform will be provided.
21. As an alternative to registering to attend the online meeting, each member will be offered the option to appoint the President (as Chair of the EGM) as their proxy for the meeting.
22. Due to current constraints, only the Chair may be appointed as proxy. **It is recognised that under normal circumstances, any Member may be appointed as a proxy.**
23. During the meeting, members will be able to post comments and questions, which the Chair will respond to as appropriate.
24. The Chair will be able to allow Members to address the meeting.
25. Voting will take place during the meeting by way of online poll. **This will permit only one vote per Member present at the meeting.**
26. Whilst the Chair will act as proxy for any Member who appointed the Chair as proxy, **it should be noted that the Chair will only be able to cast one vote for and one vote against any motion put forward.**
27. Notwithstanding point 26 above, the Chair will be cognisant of the general views expressed by members prior to and during the meeting and will exercise the Chair's vote accordingly, and in good faith.

#### *Business to be conducted at the AGM*

28. The general business of the meeting will be to consider Council's proposal to appoint Simon Hill FRPS as President Elect.
29. The results of online voting prior to the meeting will be presented to the meeting, ie Member responses to:
  - The validity of the EGM, discussions and decisions taken therein.
  - Council's proposal to appoint Simon Hill FRPS to the post of President Elect, and to become President after the AGM in 2021.
30. The Members present at the meeting will be asked to approve the meeting as valid by way of an online vote.
31. The Members present at the meeting will be asked to approve Council's proposal to appoint Simon Hill FRPS to the post of President Elect, by way of an online vote.

#### Further notes on policy and process

32. Notwithstanding the above, in all other respects, the EGM will be conducted in accordance with the Charter, By-Laws and Rules of the RPS insofar as possible.



33. The President, and all other Members of Council, will act in good faith with transparency, and take any decisions as appropriate to further the good governance of the RPS under the current exceptional circumstances.
34. In accordance with existing provisions in the By-Laws and Rules, any technical failing or accidental omission in the conduct of this process will not invalidate decisions taken at the EGM.

## Timeline

- 27 April 1st email to Members.
- 2 May Notice of EGM in May Journal.
- 4 May Email reminder to Members. Other reminders will be sent.
- 19 May Online voting opens.
- 19 May EGM registration opens.
- 26 May Online voting closes.
- 26 May EGM registration closes.
- 29 May EGM

## Constitution

The following Charter, By-Laws and Rules of the RPS may be found by visiting [www.rps.org/governance](http://www.rps.org/governance).

