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Briefing on Holding Meetings in Covid Times

Updated: May 2021

Acknowledgement: *Much of this material has been taken from the excellent material put out by ACAEW's Business Law Team.*

Introduction

In Covid we had to hold meetings under social distancing rules and from home. It has made us all rethink how we work. Even though at the time of writing restrictions are lifting its worth reading on as we all learn to adapt and carry on as best we can.

Covid poses challenges for organisations that normally hold physical meetings. Much of this guidance focusses on large companies, but many small organisations face similar problems.

This briefing should not be relied upon for formal purposes and readers should seek advice as appropriate to their individual circumstances.

Know your constitution

Your starting point is to know what legal form it has adopted and what rules govern its operation.

Your constitution may take various forms, for instance, articles of association (for companies) trust deeds (for trusts) or rules (for unincorporated associations like sports or social clubs). These will typically outline when meetings are required, how they may be conducted and what powers of delegation are available.

Organisations should also consider relevant legal and regulatory provisions, for instance, the Companies Act 2006 (for companies) and charity law and regulation (for charities, whether or not they are companies).

Is a meeting needed?

Much of the day-to-day work of organisations can be done via email, telephone or video conference rather than meetings, and organisations can (and are) already adapting to this way of working.

However, some activities such as voting or taking collective decisions may best be done in a meeting. Meetings may also be required in the organisation's constitution: for instance, many

organisations are required to hold annual general meetings (AGMs) of members. In some cases, roles such as director or treasurer are subject to a maximum tenure, and a meeting may be required to replace or renew appointments (typically at an AGM).

If you have not already done so, small organisations should urgently check timeframes for required meetings so they can plan appropriately. For instance, notice is likely to be required of an AGM and papers (including accounts) will typically need to be circulated in advance.

It may be possible to delay meetings in the hope that social distancing measures will be relaxed if the constitution allows. Where meetings relate to external deadlines such as the filing of accounts at Companies House or the Charity Commission, organisations should check whether those deadlines have been relaxed in light of the COVID crisis.

Physical or virtual meetings?

The circumstances when physical meetings are permitted under the social distancing rules are extremely limited in this context.

Guidance provided to companies concludes that shareholders' attendance at a general meeting is not "essential work" unless attendance is necessary to form a quorum, and recommends the use of proxy voting. Similar principles may apply to other types of membership organisations, particularly those (for instance some charities) with a large number of members who have rights to participate.

Organisations should, therefore, consider using alternatives such as written resolutions or electronic meetings, if this is permitted by their constitution.

If the constitution requires meetings to be held in person or the position is unclear, organisations might consider changing the constitution, (we can help you with this) but all formalities required for this (including obtaining any regulatory consent required) would need to be followed. If a meeting is required to do so, the same considerations regarding social distancing would apply.

If the position is unclear or the organisation is faced with the unpalatable choice of breaching its constitution or breaching the social distancing measures, we will be glad to advise you.

In the few cases where physical meetings can be held, those involved should be mindful of the health and safety implications of such meetings and stick to the relevant government guidelines

Holding virtual meetings

Most of us are familiar with virtual meetings in our personal lives or through work. But establishing virtual meeting facilities for organisations to use and the mechanics of running virtual meetings need careful consideration.

For instance, **organisations should consider:**

- Which technology is most suitable
- How to maintain security
- Confidentiality and data protection implications
- How to extend access to all those entitled to participate
- Matters such as how to call for and count votes, enable questions and maintain a quorum (where relevant).

Extensive information is available to organisations on these issues, and we will always be glad to think things through with you.

This is the end of the document:

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