



Your Committee is proposing the following amendments to the Articles of Association. In summary, these seek to clarify the election of Directors, allow greater flexibility in the format of communication and meetings. In addition, there are two minor amendments to include members in the Objects of the club and to delete 'ceases to exist' from termination of membership. The necessary changes are laid out in the notice below:

NOTICE OF A GENERAL MEETING

**A General Meeting of Leander Club Limited will be held
at the Clubhouse, Henley-on-Thames, on Sunday 27th June 2021 at 11.00**

AGENDA

1. To read the Notice convening the Meeting; and to confirm a quorum
2. To consider the Resolutions;
 - i) That the Objects of the Club, 2.2, be amended to include 'members' in addition to 'distinguished rowers, past and present'.
 - ii) To clarify that the term of a Director shall not exceed six consecutive years in total, except for a person who in addition serves as an Officer may serve a maximum period of nine consecutive years by amendment of Article 19.
 - iii) To amend termination of membership to delete 'cease to exist', by amendment of Article 29.3.
 - iv) To amend notification in writing to include Notices may be sent by post or electronic means by amendment of Article 30.3
 - v) That the Committee be permitted to hold any general meeting as a hybrid, offering physical and online participation and voting through electronic facilities. If a physical meeting is prohibited, the meeting and voting processes may be held electronically by amendment of Article 33.2 and including an additional clause 33.3.

If approved by the members, the change to the Objects, 2.2 and Articles; 19,29.3, 30.3, 33.2 and the inclusion of an additional clause, 33.3, should have immediate effect.

Proposed by: Fiona Dennis Hon. Secretary

3. Any other business will be referred to the AGM which follows this meeting

Amendments to the current Articles are shown below in pink , in the case of deletions are struck through.

Original Wording	Proposed Revised Wording
2.2. To provide a social meeting place for distinguished rowers, past and present;	2.2.To provide a social meeting place for members and distinguished rowers, past and present;
19. Election of Directors At every general meeting, one third of the Directors other than the President or, if their	19. Election of Directors Directors shall be elected at the Annual General Meeting and shall hold office for a three-year term and

<p>number is not three or a multiple of three, the number nearest one third, shall retire from office by rotation. The directors to retire by rotation shall be those who have been longest in office since their election. If any directors became directors on the same day, those to retire shall (in the absence of agreement) be determined by lot. Elections for Officers shall be conducted in accordance with Articles 22 to 25, as appropriate. An officer shall hold office, subject to not exceeding nine consecutive years. For all persons the maximum period for which they may hold any specific office (other than the office of President) is six consecutive years, and the maximum period for which they may serve on the Board (in any office) is nine consecutive years.</p>	<p>may be re-elected, subject to not exceeding six consecutive years in total. Elections for Officers shall be conducted in accordance with Articles 22 to 25, as appropriate.</p> <p>For all persons the maximum period for which they may hold any specific office (other than the office of President) is six consecutive years. A person who serves as an Officer for three years or more may serve on the Board for a maximum period of nine consecutive years.</p>
<p>29.3 A membership terminates automatically when that person dies or ceases to exist or on failure of the member to comply or to continue to comply with any condition of membership set out in these Articles or the Rules</p>	<p>29.3 A membership terminates automatically when that person dies or ceases to exist or on failure of the member to comply or to continue to comply with any condition of membership set out in these Articles or the Rules</p>
<p>30.3 Not less than 21 days' notice in writing shall be given to members of an Annual General Meeting, such notice to include with it a copy of the agenda and the accounts of the Club audited for twelve months to the preceding 31 December; and (Continues to 30.4)</p>	<p>30.3 Not less than 21 days' notice in writing shall be given to members of an Annual General Meeting. Notices may be sent by post or electronic means. Such notice to include with it a copy of the agenda and the accounts of the Club audited for twelve months to the preceding 31 December; and (Continues to 30.4)</p>
<p>33. 2 At a general meeting, 25 Voting Members present in person shall form a quorum</p>	<p>33. 2 At a general meeting the quorum is 25 Voting Members present in person, by Proxy, by post and/or electronically as long as at least two people are present in person</p>
<p>.</p>	<p>New paragraph at Clause 33 33.3 If the Board so determine, any general meeting (including annual general meetings) may be a hybrid format enabling attendance in person and on online. Where this is not possible due to prevention of assembly of a quorum, a general meeting and voting processes may be held electronically. All decisions will be deemed valid so long as all Notices were given as stated in Article 30.3, and a minimum of 25 votes are received by proxy, post or electronically.</p>