WRITTEN RESOLUTION OF THE BOARD

of

SOROPTIMIST INTERNATIONAL OF GREAT BRITAIN AND IRELAND (SIGBI) LIMITED

(the Company)

1. PREAMBLE

The articles of association of the Company (“Articles”) provide that the Company must hold a General Meeting (GM) at least biennially. The Company did not hold a GM in 2020 and it is required to do so in 2021. The SIGBI Ltd Conference in Llandudno 2021 will be a virtual conference and as the GM is normally held during conference it is proposed that this will be a virtual meeting. The Articles and byelaws do not currently set out arrangements for virtual GMs.

The Board believes that having the flexibility to hold a Virtual Meeting is particularly necessary at the moment given the ongoing uncertainty as regards the duration of social distancing measures, restrictions on gatherings, and the need to maintain open channels of communication between Members and the Board. This addendum to the byelaws will allow the Board to continue to fulfil its legal obligation to hold General Meetings irrespective of any legislation or government guidance preventing physical meetings taking place or limiting the number of people who may attend a physical meeting.

2. BUSINESS

2.1 It is proposed that:

2.1.1 The resolutions noted below are proposed for approval by the Board by way of written resolution pursuant to article 32.1.

2.1.2 Unless specified otherwise, capitalised terms used in these resolutions shall have the meaning given to them in the Articles.

2.1.3 A Virtual Meeting means:

2.1.3.1 a video conference, an internet video facility or similar electronic method allowing simultaneous visual and audio participation; and/or

2.1.3.2 telephone conferencing.

3. BOARD MEMBERS’ WRITTEN RESOLUTIONS

3.1 IT IS NOTED THAT

3.1.1 Article 32.1 provides that a written resolution approved by a majority of the Board Members (provided that they would constitute a quorum at a Board Meeting) is as valid as if it had been passed at a Board Meeting.
3.1.2 A resolution under Article 32.1 may consist of several documents in similar form each approved by one or more of the Board Members and will be treated as passed on the date of the last signature.

4. BYELAWS

4.1 IT IS NOTED THAT

4.1.1 Article 40.1 provides that, subject to Article 40.4, the Board may from time to time make byelaws for the proper conduct and management of the Company.

4.1.2 Article 40.4 provides that no byelaw may be inconsistent with or may affect or repeal anything in the Articles.

5. HOLDING A VIRTUAL GENERAL MEETING

5.1 IT IS NOTED THAT

5.1.1 Article 12.1 provides that the Company must hold a General Meeting at least biennially.

5.1.2 The articles of association and byelaws of the Company do not expressly set out that a General Meeting may be held in the form of a Virtual Meeting.

5.2 IT IS RESOLVED THAT

An addendum to the byelaws is adopted as follows:

5.2.1 The format of the General Meeting shall be as decided upon by the Board. This may include meetings held in person or Virtual Meetings (as defined in paragraph 2.1.3 above) or a combination of both.

5.2.2 The quorum for General Meetings is one-third of the Company Members (Clubs) for the time being present (either physically or virtually in the case of a Virtual Meeting) by their duly Authorised Representatives or by proxy.

5.2.3 Any valid Club Member present either physically or virtually (in the case of a Virtual Meeting where such format is deemed appropriate and/or necessary by the Board) may speak at a General Meeting but may not vote, unless she is the duly Authorised Representative or proxy of a Club.

5.2.4 Where a General Meeting is held in the form of a Virtual Meeting a Club Member may speak in such manner as determined by the Board, which may include submitting her question in writing via any online facility provided, giving her name and Club, to the Moderator who will pose the question on her behalf.

5.2.5 Where a facility for live electronic voting is not provided for whatever reason, voting on resolutions and amendments presented and discussed at a General Meeting held in the form of a Virtual Meeting will take place via a Club Ballot after that General Meeting.

6. COUNTERPARTS

These written resolutions may be signed by each member of the Board in counterparts each of which will be an original and all of which together will constitute the same instrument.
AGREEMENT

We, being the members of the Board, approve these Resolutions:

SIGNED by Johanna Raffan

Signature
Absent from post at this time.
Date
1 June 2021

SIGNED by Catherine Cottridge

Signature
Date
1 June 2021

SIGNED by Chevonne Agana

Signature
Date
28 May 2021

SIGNED by Nisha Ghosh

Signature
Date
28 May 2021

SIGNED by Ruth Healey

Signature
Date
1 June 2021

SIGNED by Kay Richmond

Signature
Date
28 May 2021
SIGNED by Sylvia Watson

Signature

Date 30/5/21

2021