



## **AGENDA ITEM 8**

**PLEASE NOTE** – a vote will be taken at the AGM, if you cannot attend, a Proxy form is contained within the AGM PACK on the website

### **Proposed Amendment to the Constitution 8. (7)**

*Jonathan Marshall - Struie Flock (049)*

*Seconded by Gemma Stanford – Spruit Flock (221)*

Proposal to have Member electronic voting added as means for the purposes of election of trustees and for decisions which are pre notified to the Membership ahead of the AGM.

This change needs to happen to bring the Society into modern working practices and to make the voting process more efficient and streamline using a secure portal with independent Member log in.

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### **The Clause to be amended and replaced is 8. AN ANNUAL GENERAL MEETING ("AGM") Point 7.**

#### **CURRENT**

##### **7. Postal Voting**

- a) The Society may, if the Society Trustees so decide, allow the members to vote by post to elect Society Trustees or to make a decision on any matter that is being decided at a general meeting of the members.
- b) The Society Trustees must appoint at least two persons independent of the Society to serve as scrutineers to supervise the conduct of the postal ballot and the counting of votes.
- c) If postal voting is to be allowed on a matter, the Society must send to members not less than 21 days before the deadline for receipt of votes cast in this way:
  - i. a notice by email, if the member has agreed to receive notices in this way under clause 21 (Use of electronic communications), including an explanation of the purpose of the vote and the voting procedure to be followed by the member, and a voting form capable of being returned by post to the Society scrutineers, containing details of the resolution being put to a vote, or of the candidates for election as Society Trustees, as applicable
  - ii. a notice by post to all other members, including a written explanation of the purpose of the postal vote and the voting procedure to be followed by the member; and a postal voting form containing details of the resolution being put to a vote, or of the candidates for election as Society Trustees, as applicable.
- d) The voting procedure must require all forms returned by post to be in an envelope with the member's name and signature, and nothing else, on the outside, inside another envelope addressed to 'The Scrutineers for Dutch Spotted Sheep Society, at the Society's Principal Administration office or such other postal address as is specified in the voting procedure.

# Dutch Spotted Sheep Society

• *Quality from start to finish* •

**Secretary** Rachel Buckle

Birniehall Farm • Carluke • Lanarkshire • ML8 4QZ

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- e) The voting procedure must specify the closing date and time for receipt of votes and must state that any votes received after the closing date or not complying with the voting procedure will be invalid and not be counted.
- f) The scrutineers must make a list of names of members casting valid votes, and a separate list of members' casting votes which were invalid. These lists must be provided to a Society Trustee or other person overseeing admission to, and voting at, the general meeting. A member who has cast a valid postal vote must not vote at the meeting and must not be counted in the quorum for any part of the meeting on which he, she or it has already cast a valid vote. A member who has cast an invalid vote by post is allowed to vote at the meeting and counts towards the quorum.
- g) For postal votes, the scrutineers must retain the internal envelopes (with the member's name and signature. In each case, the scrutineer must record on this evidence of the member's name that the vote has been counted, or if the vote has been declared invalid, the reason for such declaration.
- h) Votes cast by post must be counted by all the scrutineers before the meeting at which the vote is to be taken. The scrutineers must provide to the person chairing the meeting written confirmation of the number of valid votes received by post and the number of votes received which were invalid.
- i) The scrutineers must not disclose the result of the postal ballot until after votes taken by hand or by poll at the meeting, or by poll after the meeting, have been counted. Only at this point shall the scrutineers declare the result of the valid votes received, and these votes shall be included in the declaration of the result of the vote.
- j) Following the final declaration of the result of the vote, the scrutineers must provide to a Society Trustee or other authorised person bundles containing the evidence of members submitting valid postal votes; evidence of invalid votes; the valid votes; and the invalid votes.
- k) Any dispute about the conduct of a postal ballot must be referred initially to a panel set up by the Society Trustees, to consist of two Society Trustees and two persons independent of the Society. If the dispute cannot be satisfactorily resolved by the panel, it must be referred to the Electoral Reform Society.

## **PROPOSED AMENDMENT**

### **7. Voting – Postal/ Electronic**

- a)** The Society may, if the Society Trustees so decide, allow the members to vote by post or electronic means to elect Society Trustees or to make a decision on any matter that is being decided at a general meeting of the members.
- b)** The Society Trustees must appoint at least two persons independent of the Society to serve as scrutineers to supervise the conduct of ballot(s) and the counting of votes.
- c)** Postal and electronic voting is to be allowed on a matter at the trustees' discretion, the Society must send to members not less than 21 days before the deadline for receipt of votes cast in this way:
  - i)** a notice by email, if the member has agreed to receive notices in this way under clause 21 (Use of electronic communications), including an explanation of the purpose of the vote and the voting procedure to be followed by the member, and a voting form or secure electronic voting link/ access credentials, capable of being returned to the Society

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scrutineers, containing details of the resolution being put to a vote, or of the candidates for election as Society Trustees, as applicable

- ii)** a notice by post to all other members, including a written explanation of the purpose of the vote and the voting procedure to be followed by the member; and a postal voting form or secure electronic voting link or access credentials, containing details of the resolution being put to a vote, or of the candidates for election as Society Trustees, as applicable.
- d)**
  - i)** The postal voting procedure must require all forms returned by post to be in an envelope with the member's name and signature, and nothing else, on the outside, inside another envelope addressed to 'The Scrutineers for Dutch Spotted Sheep Society, at the Society's Principal Administration office or such other postal address as is specified in the voting procedure.
  - ii)** The electronic voting procedure must ensure the authenticity of each vote and include adequate safeguards to verify the identity and eligibility of each voting member while maintaining the confidentiality of the vote.
- e)** The voting procedure must specify the closing date and time for receipt of votes and must state that any votes received after the closing date or not complying with the voting procedure will be invalid and not be counted.
- f)** The scrutineers must make a list of names of members casting valid votes, and a separate list of members' casting votes which were invalid. These lists must be provided to a Society Trustee or other person overseeing admission to, and voting at, the general meeting. A member who has cast a valid postal or electronic vote must not vote at the meeting and must not be counted in the quorum for any part of the meeting on which he, she or it has already cast a valid vote. A member who has cast an invalid vote by post/ electronically is allowed to vote at the meeting and counts towards the quorum.
- g)**
  - i)** For postal votes, the scrutineers must retain the internal envelopes (with the member's name and signature. In each case, the scrutineer must record on this evidence of the member's name that the vote has been counted, or if the vote has been declared invalid, the reason for such declaration.
  - ii)** The scrutineers must retain evidence of the members' participation in the electronic vote, including verification of identity and the status of the vote (valid or invalid). In each case, the scrutineers must record whether the vote was counted or, if invalid, the reason for such declaration.
- h)**
  - i)** Votes cast by post must be counted by all the scrutineers before the meeting at which the vote is to be taken. The scrutineers must provide to the person chairing the meeting written confirmation of the number of valid votes received by post and the number of votes received which were invalid.
  - ii)** Votes cast electronically must be verified and counted by all the scrutineers before the meeting at which the vote is to be taken. The scrutineers must provide to the person chairing the meeting written confirmation of the number of valid electronic votes received and the number of votes received which were invalid.
- i)** The scrutineers must not disclose the result of the postal and/or electronic ballot until after votes taken by hand or by poll at the meeting, or by poll after the meeting, have been counted. Only at this point shall the scrutineers declare the result of the valid votes received, and these votes shall be included in the declaration of the result of the vote.
- j)** Following the final declaration of the result of the vote, the scrutineers must provide to a Society Trustee or other authorised person;
  - i)** Postal voting - bundles containing the evidence of members submitting valid postal votes;

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evidence of invalid votes; the valid votes; and the invalid votes.

- ii) Electronic Voting - the records and data logs verifying valid electronic votes, invalid votes, and corresponding supporting evidence.
- k) Any dispute about the conduct of a vote or ballot must be referred initially to a panel set up by the Society Trustees, to consist of two Society Trustees and two persons independent of the Society. If the dispute cannot be satisfactorily resolved by the panel, it must be referred to the Electoral Reform Society.