

**APPENDIX 1 (RESOLUTION 1, EGM 17 April 2021)**

No	Clause	Existing Clause	Proposed Amendments	Rationale
1.1	7.1	<p><b>Description of General Meetings</b></p> <p>The General Meetings of the Institute shall be as follows:</p> <p>(a) Ordinary General Meetings</p> <p>(b) Annual General Meeting</p> <p>(c) Extraordinary General Meeting</p>	<p><b>Description of General Meetings</b></p> <p>The General Meetings of the Institute shall be as follows,</p> <p>(a) Ordinary General Meetings</p> <p>(b) Annual General Meeting</p> <p>(c) Extraordinary General Meeting.</p> <p><i>Attendance by members at the General Meetings shall be in person at the primary and secondary place, if any, and virtually using a virtual meeting platform.</i></p> <p><i>Virtual participations for General Meetings shall follow procedures and guidelines as set out in the Bye-laws.</i></p>	<p>The following amendments are to allow for virtual participation by members for all General Meetings of PAM.</p> <p>In view of the difficulty of members attending physical meetings, and physical meetings may not be able to take place (for whatever reasons) the Constitution has been amended to allow for virtual participation.</p> <p>The method of the virtual General Meetings to be spelt out in the Bye-laws.</p>
1.2	7.6	<p><b>Notice of General Meeting</b></p> <p>Not less than fourteen days' notice of a General Meeting specifying the place, date and time of meeting and in the case of special business the general nature of such business, shall be given to all Members of the Institute. The accidental omission to give notice of a meeting to or the non-receipt of such notice by any Member shall not invalidate any resolution passed, or the proceedings held, at any meeting.</p>	<p><b>Notice of General Meeting</b></p> <p>Not less than fourteen days' notice of a General Meeting shall be given to all Members of the Institute.</p> <p>The notice shall specify the following details:</p> <p>i) <i>The primary place where the meeting is held,</i></p> <p>ii) <i>The secondary place(s) of the meeting, if any,</i></p> <p>iii) <i>The method by which Members may connect to allow them to attend the</i></p>	<p>The following amendments are an interim measure to enable participation of the members for all General Meetings.</p> <p>A primary place of the meeting is designated.</p> <p>This is an interim measure for the AGM in 2021/20200</p>

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			<p>meeting virtually,</p> <p>iv) Date and time of the meeting, and v) In the case of special business, the general nature of such business.</p> <p>Participation at any secondary place and virtual participation of any General Meeting shall be subject to the availability of the appropriate infrastructure and the discretion of Council.</p> <p>The accidental omission to give notice of a meeting to or the non-receipt of such notice by any Member shall not invalidate any resolution passed, or the proceedings held, at any meeting.</p>	<p>before a fully digital system can be implemented.</p>
1.3	7.7	<p><b>Quorum</b></p> <p>No business shall be transacted at any General Meeting unless a Quorum is present when the meeting proceeds to business. For all purposes the quorum at a General Meeting shall be twice the total number of member selected and appointed to the Council. (If the Council consists of twenty members then the quorum shall be forty Corporate Members)</p>	<p><b>Quorum</b></p> <p>No business shall be transacted at any General Meeting unless a Quorum is present when the meeting proceeds to business.</p> <p>For all purposes, the quorum at a General Meeting shall be twice the total number of member selected and appointed to the Council. (If the Council consists of twenty members then the quorum shall be forty Corporate Members).</p> <p>The quorum shall include all Corporate Member attendees present at the primary place as well as at the secondary place(s) and those participating virtually before the meeting proceeds to business.</p>	<p>The following amendment shall be included to include participants at all designated places to form part of the quorum.</p>

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No	Clause	Existing Clause	Proposed Amendments	Rationale
1.4	7.8	<p><b>Adjournment of Dissolution</b></p> <p>If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting if convened on the requisition of Members shall be dissolved. In any other case it shall stand adjourned for the same place, time and day of the week following, or at such other place as the Chairman shall appoint, and, if at such adjourned meeting a quorum is not present within half an hour of the time appointed for holding the meeting the members present shall constitute a quorum not withstanding Clause 7.9.</p>	<p><b>Adjournment of Dissolution</b></p> <p>If within half an hour from the time appointed for the holding of a General Meeting a quorum is not present, the meeting if convened on the requisition of Members shall be dissolved.</p> <p>In any other case it shall stand adjourned for the same <b>place(s)</b>, time and day of the week following, or at such other <b>place(s)</b> as the Chairman shall appoint, and, if at such adjourned meeting a quorum is not present within half an hour of the time appointed for holding the meeting the members present shall constitute a quorum not withstanding Clause 7.9.</p>	<p>The following amendment to allow for adjournment of meetings held simultaneously from multiple places.</p>
1.5	7.9	<p><b>Notice of Adjournment</b></p> <p>The Chairman may, with the consent of any meeting at which a quorum is present, adjourn a meeting from time to time, and from place to place, as the meeting shall determine. Whenever a meeting is adjourned for ten days or more, notice of the adjournment shall be given in the same manner as notice of an original meeting. Save as aforesaid, the Members shall not be entitled to any notice of an adjournment. No business shall be transacted at an adjourned meeting other than the business which might have been transacted at the meeting from which the adjournment took place.</p>	<p><b>Notice of Adjournment</b></p> <p>The Chairman may, with the consent of any meeting at which a quorum is present, adjourn a meeting from time to time, and from <b>place(s) to place(s)</b>, as the meeting shall determine.</p> <p>Whenever a meeting is adjourned for ten days or more, notice of the adjournment shall be given in the same manner as notice of an original meeting.</p> <p>Save as aforesaid, the Members shall not be entitled to any notice of an adjournment. No business shall be transacted at an adjourned meeting other than the business which might</p>	<p>The following amendment to allow for adjournment of meetings held simultaneously from multiple places.</p>

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			<p>have been transacted at the meeting from which the adjournment took place.</p>	
1.6	7.11	<p>Mode of Deciding Resolution</p> <p>At all General Meetings a resolution put to the vote by those present in person and entitled to vote during the meeting which shall have quorum during the vote and shall, except as herein otherwise provided on a show of hands unless a poll be demanded by the Chairman or by at least five members present in person and entitled to vote. A declaration by the Chairman of the meeting that a resolution has been carried by a particular majority, or lost, or not carried by a particular majority, shall be conclusive, and an entry to that effect in the Minutes Book of the Institute shall be conclusive evidence thereof, without proof of the number of proportion or the votes recorded in favour of, or against, such resolution.</p>	<p>Mode of Deciding Resolution</p> <p>At all General Meetings, a resolution put to the vote by those <b>who are registered for the meeting</b>, present in <b>the meeting</b> and entitled to vote shall, except as herein otherwise provided <b>be by</b> a show of hands unless <b>a secret ballot</b> be demanded by the Chairman or by at least five members present in person and entitled to vote.</p> <p><b>Any call for a vote for any resolution shall not proceed if the number of Corporate Members present in the General Meeting at the time to call for voting is less than the total number of Council Members currently in office.</b></p> <p>A declaration by the Chairman of the meeting that a resolution has been carried by a particular majority, or lost, or not carried by a particular majority, shall be conclusive, and an entry to that effect in the Minutes Book of the Institute shall be conclusive evidence thereof, without proof of the number of proportion or the votes recorded in favour of, or against, such resolution.</p> <p><b>All abstentions shall be disregarded in the tallying of votes and determination of a majority either for or against the resolution.</b></p>	<p>The amendments are proposed to make clear, how voting is to take place, how a majority may be deemed to have occurred and the effect of abstentions to the vote.</p> <p>A show of hands is also a "poll" and the assumption is that the original authors of the Constitution probably intended voting to be by either a show of hands or a secret ballot. The amendment is to be explicit about this intent.</p>

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No	Clause	Existing Clause	Proposed Amendments	Rationale
1.7	7.12	<p>Mode of Taking Poll</p> <p>If a poll be demanded it shall be taken at the Meeting and in such manner as the Chairman of meeting shall direct, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was taken.</p>	<p>Mode of <b>Voting by Secret Ballot</b></p> <p>If a <b>secret ballot</b> be demanded <b>according to Clause 7.11</b>, it shall be taken at the Meeting and in such manner as the Chairman of meeting shall direct, and the result of the <b>secret ballot</b> shall be deemed to be the resolution of the meeting at which the <b>secret ballot</b> was <b>cast</b>.</p> <p><b>The Chairman may direct the Secret Ballot to be conducted using electronic devices on a secure online platform that is accessible to those who are registered and present at the meeting.</b></p>	<p>Please refer to the notes for the proposed amendment to Clause 7.11</p>
1.8	7.14	<p>Casting Vote</p> <p>In the case of an equality of votes, either on a show of hands or by poll, the Chairman of the meeting shall have a further, or casting vote.</p>	<p><b>Equality of Votes</b></p> <p>In the case of an equality of votes, either on a show of hands or by <b>secret ballot</b>, <b>the resolution shall be deemed as not having been carried</b>.</p>	<p>Proposed Amendment to retitle this section.</p> <p>Proposed amendment is based on whether;</p> <p>a. it is fair to place the burden of having to decide a potentially contentious resolution, onto the shoulders of the Chairman and</p> <p>b. whether it is also fair that the Chairman would have one extra vote over all the other participating members.</p>

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No	Clause	Existing Clause	Proposed Amendments	Rationale
1.9	7.15	-	<p><b>Failure at a Secondary Location or other places</b></p> <p>Failure by members to participate in any General Meeting at any of the secondary locations (if any) or by virtual participation for whatever reason including (but not restricted to) technical malfunctions or orders or restrictions placed by Appropriate Authorities, shall have no effect on the General Meeting as held at the primary place.</p>	New clause.
1.10	8.12	<p>Term of Office</p> <p>The Council shall remain in office until the elections held at the following Annual General Meeting after which the incoming Council takes office.</p>	<p>Term of Office</p> <p>The Council shall remain in office until the <b>conclusion</b> of the Annual General Meeting after which the incoming Council <b>shall</b> take office.</p>	

\*\*\*\*\* End of Appendix 1 \*\*\*\*\*