



THE WAGNER SOCIETY

www.wagnersociety.org

President: Dame Gwyneth Jones DBE Kammersängerin

Vice president: Sir John Tomlinson CBE

Registered Charity No:266383 Founded 1953

AMENDED BYE-LAWS FOR **WRITTEN RESOLUTIONS OR DECISIONS**

These Bye-laws have been made by the Committee of the Wagner Society pursuant to Clause 15(e) of the Society's Constitution on the date stated at the foot of this document.

1. The Committee may make a written resolution ("resolution") or a written decision ("decision") in accordance with these Bye-laws.
2. Where the Committee makes a resolution or a decision under these Bye-laws, it shall have the same legal effect as if it had been made at a quorate meeting of the Committee convened in accordance with the Society's Constitution and Bye-laws regarding conduct of Committee Meetings.
3. For the avoidance of doubt a resolution or decision may be made under these Bye-laws (i) to co-opt a member of the Society as an Officer or committee member or (ii) to ratify any step taken by an Officer in the interests of the Society including financial matters.
4. Any resolution or decision must be proposed by an Officer of the Society ("the Proposing Officer") and seconded by either an Officer or member of the Committee of the Society ("the Seconding Officer/Member").
5. Any proposed resolution or decision may be voted upon by any member of the Committee who (at the time the Proposing Officer sends an e-mail under Bye-law 6) would be entitled to attend and vote on same at a duly convened meeting of the Committee.

6. The Proposing Officer shall send any such proposed resolution or decision (using the Form contained in the Schedule to these Bye-laws) by e-mail to those entitled to vote on same. Any such e-mail may be sent to committee@wagnersociety.org or to such other e-mail address which the Proposing Officer has for any person entitled to vote.
7. Any person entitled to vote on the proposed resolution or decision shall either (a) vote in favour, (b) vote against, (c) abstain or (d) appoint a proxy to vote on his/her behalf by either (i) sending a scan of a signed copy of same to the Proposing Officer or (ii) by sending an e-mail to the Proposing Officer stating how he or she wishes to vote on the making of such resolution or decision. Where a person entitled to vote does not clearly state that he/she is opting for either (a), (b), (c) or (d) above, then he/she shall be deemed not to have voted on the proposed resolution or decision.
8. The proposed resolution or decision shall stipulate on its face a deadline (which shall be no less than 24 hours after the same has been sent by e-mail by the Proposing Officer to those entitled to vote) by which those entitled to vote must sign same in accordance with Bye-law 7 hereof.
9. When an e-mail has been sent in accordance with Bye-law 6 the proposed resolution or decision shall be deemed at that point to have been signed by the Proposing Officer and the Seconding Officer/Member for the purposes of Bye-laws 7 & 8 hereof.
10. Where a simple majority of those entitled to vote on any proposed resolution or written decision sign same in accordance with Bye-law 7, that resolution or decision shall be deemed to have been either made or not made as of the time of receipt by the Proposing Officer of the e-mail of the last person to vote in the majority. Where a person entitled to vote decides to abstain his/her vote shall be not be counted for the purposes of calculating any majority.
11. Where there is a split vote on any resolution or decision, the Chairman of the Society shall have and shall exercise a casting vote.

ADOPTED AS BYE-LAWS BY THE COMMITTEE OF THE
WAGNER SOCIETY ON THE 17 DAY OF OCTOBER 2017.

SIGNED: - Richard Miles

CHAIRMAN

SIGNED: - Cormac Cawley

SECRETARY

SIGNED: - Neil King

TREASURER

FORM OF WRITTEN RESOLUTION OR WRITTEN DECISION

Date of Proposal: -

Proposing Officer: -

Seconding Officer/Member: -

It is proposed that the committee passes the following resolution in accordance with the Society's Bye-laws for Written Resolutions or Decisions ("the Bye-laws"): -

[Text of proposed resolution or decision]

The deadline for signing this resolution or decision in accordance with Bye-law 7 of the Bye-laws is: -

[insert date and time]

Any e-mail in accordance with Bye-law 7 of the Bye-laws shall be sent to: -

[insert e-mail address of Proposing Officer]

Please tick only one of the following four options: -

- ☐ **I agree to the Committee making the aforesaid resolution or decision.**
- ☐ **I do not agree to the Committee making the aforesaid resolution or decision.**
- ☐ **I abstain from voting on thee making the aforesaid resolution or decision.**
- ☐ **I appoint (name of proxy) to be my proxy to vote as he/she thinks fit on the making the aforesaid resolution or decision.**

Signed: -

NAME IN CAPITALS: -

Dated the day of 20