

## ESSDA

Explanatory note on key changes to the bylaws that were agreed by the ESSDA Board on 30 June 2024. There were some other minor changes not listed below, but these were for consistency or clarity of language.

Reference	Change
B.15.1	Updated to reflect the membership fees were agreed in a referendum at the end of 2023
B.15.5.a	Updated to reflect Ordinary Membership fee agreed in the referendum
B.15.5.b	Updated to reflect Extraordinary Membership fee agreed in the referendum
B.16.2.1.a	Updated to: <ul style="list-style-type: none"> <li>• Reflect current practice of having online voting for Board Elections and Referendums</li> <li>• Clarify that in AGMs and EGMs, Ordinary and Honorary Members can vote in person or through proxy while Extraordinary Members vote through their delegates present in-person.</li> </ul>
B.16.2.1.b	Updated to allow Ordinary and Honorary Members to hold only one proxy vote in addition to their own vote. This is to better reflect the actual practise at meetings, avoid vote collecting and to reflect the current small membership. Also to require proxies to be notified to the Secretary in advance of the AGM
B.16.2.1.c	Clarification that votes cast by a person acting as the delegate of an Extraordinary Member are in addition to any votes cast in their own right or as a proxy.
B.16.2.2.	Updated to allow Extraordinary Members to have at least one delegate and up to as many delegates as they have votes. This is a consequence of the change in voting rights at the referendum and makes it clear that it is up to the Extraordinary Member to decide how many delegates they wish to have.
B.16.3.2	Updated to reflect the numbers of votes for Extraordinary Members as agreed in the referendum and to require Extraordinary Members to confirm their number of members three weeks before the AGM.
B.16.3.5	Following the referendum this is updated to clarify that Extraordinary Members should decide how many delegates they have and how many of their votes each of those delegates hold. The decision should be reported to the Secretary three weeks before the AGM.
B.17.3.5.b	Updated to state that the election of the Board is held online, as has been the case in practice in recent years, and that the vote opens two weeks before the AGM and closes 24 hours before the AGM
B.17.3.5.c	Minor amendments to clarify the process for nominating people for election to the Board
B 17.3.5.d	Amended to say that up to nine Board Members can be elected to align with the maximum in the Constitution. Previously this clause had seven members which was not aligned.

B.17.7.1	Amended to say that the quorum for a vote is a percentage of the votes held not the members participating to align with the Constitution and actual practice.
B.17.7.1.a	Clarified that the quorum requirement for the Board election applies to the online vote
B.19.4	Updated to say that the Board shall consist of up to nine members to align with the Constitution
B.19.8.a	The word “ideally” has been added to the following sentence to reflect the fact that people cannot be compelled to remain on the Board - “In order to enable continuity of Board decision making, <b>ideally</b> at least three existing members must stay on the Board for the following year of office”
B.19.8.c	The requirement to elect 4 Board Members one year and 3 the next has been deleted as this cannot be enforced as it depends on who is standing in any one year and the elections are in practice dictated by the fact that a Board Member has to be re-elected every two years in any case.