

## Holding An Annual General Meeting

### ***An Annual General Meeting (AGM)***

The aim of the AGM is to provide the charity trustees and/or officers the opportunity to explain their management of the charity to the members. It also provides the members with an opportunity to ask questions before voting on business items on the agenda. The business that must be considered by the AGM will usually be specified in the governing document or by underlying legislation. However, the charity trustees can include any other additional items of business they feel appropriate.

### ***How often should we have an AGM?***

The first step is to consult your governing document (constitution) which will usually help clarify the timing, eg 'The organisation will hold the first AGM within 18 months of setting up and then once each calendar year, with no more than 15 months between AGMs'.

Once any requirements have been identified, the date and time of the meeting will need to be chosen. There are a number of factors which may affect when a meeting is held, for example:

- The availability of charity trustees, staff and members (you may need to avoid school holidays or local events)
- The date on which accounts are to be approved or laid before a meeting will be available
- The availability of the desired venue (you should also consider the accessibility of the venue at that particular time/date).

### ***Notice***

The governing document may state the number of days' notice that must be given for calling an AGM. If it does not, reasonable notice should be given. Notice of the AGM together with the relevant documents must be sent out at least 21 clear days in advance of the meeting. In order to achieve this, the notice should be sent out at least 20 working days beforehand.

In all cases, as a minimum, the notice calling the AGM should set out:

- The date and time of the meeting
- The venue
- A provisional agenda

- The details of the business to be considered (which will probably be mandatory items at this stage as members' resolutions may not have been received)
- An invitation to propose resolutions
- If appropriate, requests for nominations (or the names of proposed nominees) for officers to be elected.

It is recommended that copies of the charity's annual report and accounts are also either sent to each member, or made available at the venue prior to the start of the meeting (companies must send copies to all their members prior to the meeting). Anyone can by law request a copy of the accounts from the charity at any time. You are entitled to charge a reasonable fee for this.

Trustees may wish to include additional information such as how to vote, how to get to the venue, how to make resolutions and when these should be sent to the charity. It is important that the charity makes it clear to members how to get an item on to the agenda for a general meeting.

In order to make sure that all members receive the information, your charity should maintain an accurate and up to date list of members. In a charitable company, members must be listed in a register kept for the purpose.

### ***Who can attend an AGM?***

The governing document will usually state who can attend and vote at an AGM. For a charity with a membership there may be different voting rights for different types of members.

It is recommended that the charity trustees consider if wider publicity is appropriate. For example, placing posters in the hospital, local library or shop. Extra publicity not only helps to ensure that members are aware of the meeting, but may encourage interest from the public or potential donors. The charity trustees may wish to invite professional advisers such as the company's accountants or solicitors to the AGM. Unless they are also members they will not be able to vote at meetings. Some members may have carers who need to attend with them: again, if the carer is not a member, they cannot vote.

### ***Quorum***

A quorum is the number of voting members that have to be present to make a decision. Again, this should be defined in your governing document. If the quorum is too high, any absences may make it difficult to have a valid meeting. If it is too low, a minority may be able to impose its views unreasonably.

For general meetings it is advised that careful thought is given to the quorum specified in the governing document. It needs to be appropriate to the size of the organisations and the number of members. For example, a charity with a membership of 20,000, and a quorum requirement of 20% of members entitled to attend and vote (ie 4,000 people), might find itself in difficulties.

If a meeting does not have a quorum, it cannot make decisions. Usually a quorum needs to be held for the length of the voting part of the meeting.

## ***On the day of the meeting***

The Secretary will need to make sure that:

- There are spare copies of all documents needed for the meeting
- Arrangements for any vote or poll which may be needed are in place
- The meeting is properly convened
- There is a quorum (and, if required, that it is present throughout the meeting)
- Apologies for absence are noted
- All decisions made at the meeting are minuted. (If the result of a discussion is unclear, clarify decisions with the Chair during the meeting to ensure the minutes are accurate).
- If it appears that a matter has been overlooked, the Secretary should draw this to the attention of the Chair.

The Chair will need to make sure that:

- The items on the agenda are covered within the timescale set for the meeting
- All those attending and voting at the meeting have an equal opportunity to speak on each item and encourage them to participate fully in the meeting
- No one person dominates the meeting
- It is clear that members' decisions are binding on charity trustees
- The meeting is adjourned if: the meeting becomes inquorate; there is an event beyond control of the charity; the meeting becomes unruly; or if the meeting resolves to adjourn.

## ***During the AGM***

To help the AGM run smoothly, charity trustees should adopt the following points of good practice:

- All charity trustees and members of senior management attend the AGM
- Charity trustees are seated facing the members
- The Chair does not propose his or her own (re)election
- Any individual charity trustee does not propose, second or advocate a resolution in which she/he has an interest
- The Chair allows sufficient time for members' questions during the meeting

- The Chair explains the effect and purpose of each proposed resolution before putting it to a vote and whether the decision of the AGM is binding on the charity trustees
- Members who have put forward proposed resolutions are entitled to draft and have circulated with the notice of the meeting an explanation of their resolution (subject to it being a reasonable length) and any other supporting documents
- The Chair allows an opportunity for the proposer of any resolution to address the meeting.

### **Minutes**

The minutes of the previous meeting is usually the first item on the agenda. The Chair signs the minutes after checking with those present that the minutes are a true and accurate record.

It is recommended that charities make the minutes of the AGM available to the public on request: they may charge a reasonable fee to cover the cost of making them available.

### **The end of formal business**

Some charities just see the AGM as fulfilling legal requirements, but it can be used as an opportunity for :

- Gaining new volunteers
- Highlighting the charity's achievements throughout the year
- Celebrate a significant anniversary in the organisation's history
- State an exhibition, giving a showcase of the work the charity does
- Put on a social event as a thank you to those involved in the charity.

If you would like to discuss anything contained within this information leaflet, please call Community First East Hampshire on 01730 710017.

This guide has been produced using Charity Commission guidance by kind permission.