

# Running an AGM (Annual General Meeting)

The annual general meeting (AGM) brings together all of the members of an organisation (individuals and organisations) who, because of their membership, are entitled to attend, propose resolutions, speak and vote on the business of the organisation.

The AGM is an opportunity for:

- the committee to explain their management of the organisation over the last year to the members
- the members to ask questions of the committee, elect a new committee and officers, propose, vote and decide on new business and policy
- the organisation to promote itself and its achievements, and recruit new members

The details of when an organisation should hold an AGM and what happens at the AGM, will be written into the constitutions (governing documents) of your organisation. However, under the Companies Act 2006, private companies will no longer be required to hold AGM's unless it is written in to the Company's articles. See Companies House for more information: [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk).

Charitable trusts and some village halls and community centres, which have no membership as such, may not be required to have an AGM. We would advise that they still have an annual public meeting where they can report on their activities over the past year.

This information sheet is for guidance only. You must always do what it says in your constitution (governing document). If your constitution contains provisions that seem unworkable it is possible for these to be changed - contact VODA for advice in this instance.

### When to hold an AGM

AGMs are normally held at the same time each year and the month may be specified in your constitution. A charitable company must hold its AGM within 15 months of the last one.

When you are planning your first AGM and/or you have a choice of date:

- remember that you will be presenting your accounts to the meeting, so choose a date that gives you enough time to have them ready and sent out
- try to avoid school holidays, religious festivals (think of all local faiths) and major local events which may clash
- find out when your favoured venue is available
- find out if any dates are unsuitable for committee members or key staff

### Where to hold your AGM

You should consider following questions when deciding where to hold your AGM:

- Is the proposed venue large enough to accommodate the number of people who are entitled or expected to attend?
- Is the venue accessible by road and public transport?
- Is adequate car parking available (at a reasonable cost)?

Continued

# Running an AGM (Annual General Meeting)

Is the venue suitable for disabled members? For example, does it have wheelchair access and large

- print signs?
- Will you need additional facilities such as a crèche, translation services or a signer for people with hearing difficulties? If so, can these be provided at the proposed venue?
- If catering facilities are required, are those at the venue adequate? Can you bring your own refreshments and are drinks provided?
- Are there enough toilets?
- Does the venue have appropriate support equipment available such as flip chart and paper, overhead projector, slide projectors, microphones and hearing loop system?
- Does the venue have and provide enough chairs and tables?
- Are facilities for secret ballots available, if you're going to vote in this way?
- Is additional capacity available to cater for exceptional attendance (overflow facilities)?

### Calling the meeting

Once you've decided the date and the venue you can then publicise the meeting. This is usually the role of the secretary, often supported by an AGM working group.

You must give advance notice of the meeting. How far in advance this is usually laid down in your constitution. The Charity Commission recommends at least 21 clear days notice.

You should advertise the meeting in an appropriate way, depending on your organisation and what it says in your constitution. If your members regularly come together in one venue, it may be appropriate for you to put up posters there to let them know. However, if your members rarely meet together, it may be more appropriate to send a letter to each one.

The notice or invite should include:

- ✓ a basic agenda— what will be discussed (see below)
- ✓ information about members rights to nominate committee members and who to contact to do this
- ✓ how members can add items to the agenda and when they must do this
- ✓ what items will be voted on
- ✓ the day, date, time and place of the meeting

Write everything in plain language and consider whether it should be made available in other languages and other formats such as in large print or electronically.

Companies must send their members copies of the Annual Reports and Accounts in advance unless they are small enough to agree not to. Other organisations should have copies available at the meeting.

### The Agenda – the business for the AGM

Your constitution may tell you what needs to be on the agenda for your AGM. You can also include other items but in general it will include:

- apologies from people who couldn't make it
- agreeing, or disputing, the minutes of the last AGM

# Running an AGM (Annual General Meeting)

- matters arising – how have issues raised at last year's AGM been dealt with
- receiving an annual report from the committee. This is usually in writing and presented by a member of the committee.
- approving or receiving a copy of the annual accounts.
- electing the officers and members of the committee. It depends on your constitution how you do this, usually by secret ballot or a show of hands
- appointment of an auditor or independent examiner for the next year
- items put on the agenda by the committee or by members
- any other business – issues raised at the meeting. You should ask people to tell you what these items are before the meeting starts

### Be prepared

Although the majority of AGMs run smoothly, committee members need to be clear about procedures at the meeting. It is good procedure to:

- ✓ Be clear on the minimum number of members who must be present at a meeting for it to be valid.
- ✓ This is known as a quorum and the number is usually stated in the constitution.
- ✓ Ensure you are clear who is a member and who can vote. Send voting cards to members with the AGM letter or hand them out at the meeting, and get them to show the cards when voting.
- ✓ Make sure the membership list is up to date.
- ✓ Be clear if people can become members and vote at the meeting or if there is a qualifying period.
- ✓ This should already be outlined in your constitution.
- ✓ Establish if it is appropriate to accept nominations for officers or other committee members from the floor either in addition to, or in place of, nominations made in advance of the meeting.
- ✓ Consider the following: If there is a vote, will it be by show of hands or by secret ballot?
- ✓ What is the majority for a vote to be carried?

### What you need at the meeting

You should take:

- ✓ your constitution (governing document)
- ✓ the audited or inspected accounts
- ✓ your annual report
- ✓ the agenda
- ✓ ballot sheets if there is, or is likely to be, an election and you want voting to be secret
- ✓ attendance sheets for people to sign and somewhere to sign it for example a reception desk
- ✓ a table for all the papers
- ✓ flip chart or paper to record decisions on
- ✓ if you're having a presentation, you might need an overhead projector or laptop, data projector and screen

Check the venue in advance for any equipment they have agreed to provide and set the room up for your meeting up in plenty of time.

If you are using sound or visual equipment, check that it works prior to the meeting to try and avoid any technical difficulties. Make sure you know who is responsible for facilities within the venue.

# Running an AGM (Annual General Meeting)

### Running the meeting

Before starting you should check that you have enough people (a quorum) to go ahead. Have someone to take the minutes. Make sure you record the apologies from people who couldn't make it.

It is the chair's job to see that the items on the agenda are covered within the timescale set for the meeting. Apologies and then minutes of the previous meeting are usually the first items on the agenda. The chair signs the minutes after checking with those present that the minutes are a true and accurate record.

The chair should offer all those attending and voting at the meeting an equal opportunity to speak on each item and encourage them to participate fully in the meeting. Make sure that everyone is clear what has been decided – this is where writing it up on a flipchart can help.

To help the AGM run smoothly, the Charity Commission recommends that trustees and committee members adopt the following points of good practice:

- ✓ all trustees and members of senior management attend the AGM
- ✓ trustees are seated facing the members
- ✓ the chair does not propose his or her own (re)election
- ✓ members do not propose, second or speak on behalf of a resolution in which she or 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 or is just a recommendation
- ✓ 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

### After the meeting

A key part of the AGM is to approve the annual report and accounts. Once this has been done, they can be sent out to funders and supporters. You may also need to send signed copies of the accounts to the Charity Commission and/or Companies House, and also to:

- Notify the Charity Commission of changes to trustees and Companies House of any changes to directors
- Write up the minutes of the AGM and keep them safe for next year
- Carry out any actions or decisions made by the members at the AGM

For more information see Charity Commission leaflet CC48: Charities and meetings: [www.gov.uk/government/publications/charities-and-meetings-cc48](http://www.gov.uk/government/publications/charities-and-meetings-cc48)

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