

Running an Annual General Meeting (AGM)



Do all charities/ community groups need an AGM?

Not all charities have members or need to have an Annual General Meeting (AGM). The governing document (constitution, articles etc.) should be checked to see if an AGM is required. A charitable company is only required to hold an AGM where stipulated in its articles of association. If the governing document does not require an AGM, the charity trustees may wish to call one (perhaps calling it a users' meeting to avoid any confusion with a formal AGM).

What is the purpose of an AGM?

The aim of the AGM is to provide the trustees and/or officers the opportunity to explain their management of the charity or organisation to the members. It also provides the members with an opportunity to ask questions before voting on business items on the agenda.

An AGM is normally held once a year and members of the charity or organisation can attend and vote. The governing document will state when it must be held. This may be in a particular month or within a certain period after the end of the financial year.

The business that must be considered by the AGM will usually be specified in the governing document. However, trustees/ committee members can include any other additional items of business they feel appropriate. The general business that should be covered is:

- To give a Chairman's report
- To thank committee members for their work over the previous year
- To present the group's annual accounts
- To elect new committee members
- To give all Group participants (Institute members and non-members) an opportunity to present 'any other business' and ask questions.

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. Organisations should try to maintain an accurate and up to date list of members to avoid any members not being invited, which could potentially create future challenges on decisions made.

Calling an AGM.

A minimum of four weeks-notice should be given to all existing members. Best practice includes email, online forums and web-posting, as well as mentions in previous meetings and general marketing communications. Even if members have been contacted individually, the trustees/committee should consider if wider publicity is appropriate. For example, placing an advertisement in a local or national newspaper, or displaying a copy of the notice on a local notice board or in the 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*. Where there is no formal membership, general publicity is very important if the charity wishes to maximise attendance at the meeting.

Notice of the AGM should include:

- Date, time and venue
- Agenda
- Minutes from the last AGM (when applicable)
- List of the current committee members and their roles
- Biographies of any candidates standing for the committee (including any that were co-opted during the year)
- Financial report

These need to be circulated beforehand. *NB if the last two items are not available for circulation, in advance they can be distributed at the meeting.

Standard Agenda for an AGM

1. Apologies
2. Minutes of the last AGM
3. Chair's Report
4. Treasurer's Report
5. Election of new committee members
6. Any other business

Conducting the AGM

All attendees should be asked to sign in at the beginning of the meeting.

The Chair should conduct the meeting and will usually talk through all the items apart from the Treasurer's report.

At the start the Chair should announce that the official business of the AGM has started.

Once official business has begun, all information should be recorded in the AGM minutes.

1. All apologies received in advance of the meeting should be recorded. These can either be read out in full at the meeting or committee members simply by name.
2. Minutes of the previous AGM (if applicable) should be circulated in advance the meeting and those present should be asked whether the minutes are a 'true and correct record of the previous AGM' and should be asked to accept them. This should be recorded.
3. The Chair should give a brief report on the previous year's activities and highlights for the forthcoming year. This report is an opportunity to thank colleagues for their service. Any committee members standing down should be announced and those committee members wishing to remain on the committee should be identified as such. Any questions can be taken at the end of the session or deferred to 'any other businesses'. A brief report of all aspects of the Chair's report should be recorded.
4. The Treasurer should circulate an outline of the Group's finances and briefly talk through the figures. The attendees should be invited to ask questions. A brief report of all aspects of the Treasurer's report should be recorded.
5. If there are fewer candidates than committee spaces available all nominees should be elected without challenge. Their names should be read out and recorded as elected. If there are more candidates than spaces then a vote should be taken at the meeting and the results of any vote recorded.

The Secretary or one of the other committee members should write up the minutes of the meeting ensuring that the salient points and number of attendees is recorded.

Helping the AGM to run smoothly

To help the AGM run smoothly the trustees/committee 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 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

- 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, and
- the Chair allows an opportunity for the proposer of any resolution to address the meeting

Potential problems

Although the majority of AGMs run smoothly, it would be sensible prior to the AGM for the trustees/committee to consider whether they need to establish procedures for dealing with disputes at the meeting. This could include:

- details of the point at which the meeting should be adjourned.
- guidance to members on conduct required in relation to contentious issues.
- how to fill vacant posts (for example, the circumstances in which it will be 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).

Further information can be found in the Charity Commission Guidance Document: [Charities and meetings \(CC48\)](#)

For further information please contact the Development Team at CVS Cheshire East.

Tel: 01270 763100 email: groupdevelopmentteam@cvsce.org.uk