



Factsheet/Advice Sheet No. 3

Annual General Meetings July 2007

This is one of a series of Factsheets for voluntary and community groups issued by West Norfolk VCA.

It gives answers to the most commonly asked questions, and useful check lists.

1. Commonly asked questions about Annual General Meetings

Question: Do we have to have an Annual General Meeting (AGM)?

It is a legal requirement a) if your organisation has company limited status, or b) if your constitution says you should have one.

Otherwise it is good practice to have one.

Question: Why do we have to have an AGM?

As above. But also it is a matter of being open and accountable to the public. The point is that in many charities or clubs the AGM is often the only meeting open to anyone to attend. It is the one chance for the public to see what you are doing – how are you fulfilling your aims, what are doing with your money (if you have any!), and so on.

Question: what business has to be transacted at the AGM?

Usually the constitution will say.

In most cases it will be

- approving the minutes of last year's AGM
- receiving the last year's accounts
- receiving a report on activity from the committee
- appointing auditors (if needed)
- electing committee members and officers
- approving changes to the constitution (if any)
- considering resolutions (if any).

Question: what do we do if we are a new organisation?

If a company limited (i.e. incorporated), you are required to hold an AGM within 18 months of incorporation.

Whether or not you are a company, you might want to hold your first AGM in the first few months of the organisation's life. This could have the advantages of

- publicising the new organisation
- serving in effect as a launch meeting
- providing an opportunity to hold democratic elections of a committee.

Question: how much notice do we have to give when calling an AGM, and who do we have to send nomination papers to?

The constitution tells you how much notice to give. Often it is 14 days. For companies, the statutory period of notice is 21 days. You need to send an agenda and nomination papers to all members. You also need to inform the public about the meeting, and how to obtain election papers – this is usually done by putting up notices, and/or advertising in the paper.

Question: who are our members?

Your organisation should have an up-to-date list of members.

Members are people who support the organisation, and who have a right to a vote at AGMs and Special (or Extraordinary) Meetings.

Members have a legal right to be invited to the AGM and Special Meetings – that is why it is so important to keep an up-to-date record of their contact details.

Question: do we have to elect committee members/officers at the AGM?

Usually the constitution will require you to do this. In any case it is essential as a matter of good practice, so that the organisation is seen to be accountable to all its members, and to the public.

You may (subject to the provisions in your constitution) elect by a show of hands, or by a ballot. Usually a simple majority is sufficient.

2. Checklists

2.1 Checklist for an Annual General Meeting

Before the meeting:

- check the period within which the AGM must be held (incorporated organisations – within 18 months of incorporation, and then at least once in each calendar year and no more than 15 months since the previous AGM; unincorporated - as stated in the constitution)
- where relevant, ensure the accounts are submitted to the auditor in time for the audit to be completed and for approved accounts to be sent to the members
- if a company, ensure that audited accounts and the balance sheet, approved by the committee members and the auditor, are ready for distribution to members with the AGM agenda
- check the constitution for any agenda requirements
- check the rules on elections
- ensure correct notice is given of the AGM and that notices are sent in accordance with the constitution
- ensure that the auditor is informed of the meeting (this is a legal requirement for companies and industrial and provident societies)

- if a company, ensure there is a sufficient supply of **Form 288a** to be completed at the AGM by new committee members

At the meeting

- ensure resolutions are passed receiving, and if required under the constitution approving, the accounts and the committee's report
- ensure elections are held
- ensure minutes are kept

After the meeting

- ensure the company's new committee members complete and sign **Form 288a**
- submit accounts (audited if required), balance sheet and the committee's report to Companies House, the Registrar of Friendly Societies and/or the Charity Commissioners (within ten months of the end of the financial year)
- ensure that a copy of the audited accounts, annual report, annual return and balance sheets are available for inspection by all members in line with the constitution and, in the case of a company limited by guarantee or an industrial and provident society, at the registered office
- for a company limited by guarantee, inform Companies House on **Form 288a** of any new committee members, and on **Form 288b** of any committee members who are no longer on the committee
- update the appropriate registers
- ensure that the minutes are written up
- carry out induction procedures for new committee members (existing committee members may also find this useful)

2.2 Checklist for Elections

Some constitutions detail the election procedures. If there are no requirements, the committee should agree the format for the election, including procedures for taking nominations, methods of making sure that only those entitled to vote do so, and whether it should take place by secret ballot or open show of hands.

Before the meeting

Check:

- categories of elected committee members
- who can vote for which categories
- nomination procedures, including timescales

Circulate (as appropriate):

- requests for nominations with instructions
- information about nominees, if this is being sent out before the meeting
- proxy or postal ballot papers, if allowed under the constitution

Prepare (as appropriate):

- ballot papers
- a list of those entitled to vote for each category of member
- the agenda in such a way that vote counting can take place without interrupting the flow of the meeting

At the meeting

Ensure (as appropriate)

- ballot papers are given to those entitled to vote, with an explanation of the voting procedure (including who can vote for particular categories of members)
- people not running for election are available to count votes
- results are announced, and recorded in the minutes
- the necessary information relating to new members is completed for the register of committee members, and that companies complete **Form 288a** (appointments) and form **288b** (resignations) and return them to Companies House

(Permission has been requested to reproduce the above checklists. They are from Voluntary but not Amateur – a guide to the law for voluntary organisations and community groups, by J. Reason, R. Hayes and d. Forbes, publ. October 2000 by London Voluntary Services Council.)