



## THE ANNUAL GENERAL MEETING

*(reviewed July 2011)*

### Forward Planning

If you have only just started at your club then preparation for this meeting should to be done well in advance and you need to make a thorough study of the club rules to see what the procedures are for the meeting. You will first have to establish whether the club is a limited company or an unincorporated body. If the club is a limited company then you are bound by rules of the Companies Act which will be incorporated within the Articles of Association or Rules of the club.

The following points should be carefully checked by the secretary because failure to plan properly could result in the meeting being declared null and void:

1. Fix the date well in advance - many clubs hold it on a certain Saturday in a specific month each year. Check that there is no such rule in your club.
2. The date is usually after the end of the financial year so time must be allowed to have the accounts audited and approved by the Directors/Committee and printed for presentation to the members.
3. Having fixed the date, make a note in your diary when the different notices have to be sent out and displayed.
4. You will need to prepare notices to inform members of vacancies on the Board/Committee along with all resolutions. On the notices it is vital that you state the date and specific time eg 6.00pm for accepting nominations and ensure you are in your office to receive any last minute entries. This avoids arguments about whether a last minute resolution or nomination was actually delivered to your office on time. Check that all nominations are properly proposed and seconded and that both candidates and supporters are eligible within the rules.
5. Once you close the lists post up a notice straight away with all the nominations along with the names of proposers and seconders.
6. You will need to agree the agenda with the Committee/Board and prepare the notice for printing along with copies of accounts and annual report.
7. Do not forget the minutes of the previous year's meeting. In some cases these are circulated to the members in others they are posted on the notice board about a month before the meeting. Try to avoid having to get up and read them out because this takes time and nobody remembers what happened at the meeting.
8. Remember to leave plenty of time to post the notices to the members; if you have to give twenty-one days then you will need to be ready at least seven days before. In these days

of computers you do not normally have to check endless proofs from the printers as in most cases you can send them the completed disk in a format their computers recognise. You must, however, make sure you check the data before sending it to them. Many clubs produce the proofs themselves and then get them printed by Instant Printers locally.

9. Post the notices to allow the correct time for members to receive them. It is best to send them first class unless you can send them out at least five extra days in advance in which case you could use second class post.
10. Avoid the bad practice of leaving them in the clubhouse for members to pick up as this often causes extra work and certainly in a limited company does not conform to regulations.
11. There are one or two clubs that have the rule that members pick the notice and report from the office but this is a bad practice and is best avoided.

### Pre-meeting Preparation

Having done the items mentioned above you now have to prepare for the actual meeting itself. It is best to draw up a checklist and add or subtract to it each year if there are any changes. You must be particularly careful if there have been changes in the rules which could change the format for future AGM's. These might be changes in rules regarding serving on the Committee or voting procedures for the meeting.

The following points should be carefully checked:

1. If there is a ballot for voting to the Committee/Board make sure you are familiar with the procedures to carry this out.
2. Ballot papers need to be prepared and you need to establish whether members have to vote for the maximum numbers of vacancies or up to that number.
3. If you have proxy or postal voting then you must make sure that this is carried out in accordance with the rules. Postal votes should be returned in sealed envelopes clearly stating this and should not be opened except in the presence of the appointed scrutineers.
4. All scrutineers should be elected by the members at the AGM and should never include Committee members or the candidates or their proposers and seconders.
5. Make sure scrutineers have an office in which to carry out their work and nobody else should be allowed to enter.
6. Draw up a list of the candidates with a box for the votes cast and get all the scrutineers to sign it when they have finished.
7. Try to arrange for members to act as proposers of the formal resolutions of the meeting.
8. You need to fully brief those officers who have to make reports at the meeting such as the Captain and Treasurer.
9. Make sure both the outgoing and incoming Captains know what they have to do and say. If the Chairman of the meeting is the Captain then you may well have a change during the meeting when the new Captain is elected. In this case you will have to brief both. This is one of the advantages if you have a separate Chairman because hopefully he will be in office for several meetings which makes things easier.

10. Make certain you are fully aware of the numbers required to make a quorum - this is usually a small number in most clubs but must be observed.
11. Brief the Chairman on what to do if there is a tie in votes cast; establish whether the Chairman has a casting vote.
12. If you have changes in the rules which will mean two thirds or similar majority then make sure you have voting slips for these resolutions although they can be first voted on a show of hands. Make sure you and the Chairman are aware of the majority required.
13. If you have any controversial proposals or resolutions then it is usually advisable to seek legal advice and have the Club's Solicitor present at the meeting.
14. If you have an assistant who can take minutes of meetings ask them to cover the AGM. It is much better than you having to supervise the meeting and take notes.

## Day of Meeting

Having carried out everything well in advance we now reach the actual day of the meeting and it is absolutely essential that you carefully plan the day. Do not try and play the meeting off the cuff, this is a sure recipe for disaster. Remember also that the Chairman, Captain and other Officers will expect you to know all the answers and have everything available at your finger tips.

## Essential Documents

Let us first study the documents that you as Secretary should have:

1. Minute Book - Ensure the minutes have been written up.
2. If a Limited Company - The Memorandum and Articles of Association.
3. The current Club Rules - Make sure it is up to date and any amendments passed at previous meetings are included.
4. Your own personal agenda giving the proposed format to be followed.
5. Additional copies of your more detailed agenda for the Officers on the top table.
6. Signed copies of the Report and Accounts for the financial year.
7. Notice convening the meeting.
8. The Auditor's Report to the Committee or Board.

## Accommodation Arrangements

Next we look at the meeting room itself. It is important that the seating and other facilities have been arranged for the meeting. Most clubs have to hold their meetings in the main room in the clubhouse so proper preparation is needed. You need to check the following:

1. There is adequate seating and if you allow smoking plenty of ashtrays and small tables to put drinks on. (**NB:** Smoking ban now in place)
2. You must inform the bar staff when to shut the bar and when to open it again. It is advisable that they do not serve drinks during the meeting.

3. You have enough places on the top table and if possible put a large name card for each person which faces the members so that they know each Officer.
4. There are jugs of water and glasses on the top table.
5. Have a copy of the Report and Accounts for each person on the top table. They invariably forget to bring their own.
6. The public address system is working and if possible has a member who understands it looking after it.
7. If you have a roving microphone make certain that you appoint someone to hand it around on the Chairman's direction.
8. If there are 100+ members in a small area it will soon get hot so make sure the room is well ventilated and if possible turn the central heating off or down.
9. Try and arrange that members sign in and collect their ballot papers in the entrance before making their way to their seats.
10. Always reserve some seats at the front for persons such as the Captains - Lady and others. In some cases very elderly and long serving members are treated in this way.
11. If the Club President opens and closes the meeting then he/she will normally be seated on the top table. If they propose a vote thanks at the end to the Chairman then reserve them a front seat along with their spouse.

**The Meeting**

We now come to the actual meeting itself and this is where your advance preparation can be the difference between a well ordered meeting and a shambles.

1. Make sure that you have had a full discussion with the Chairman on all aspects of the meeting.
2. Make sure he has a copy of your detailed agenda typed in large letters so that it can be easily referred to.
3. Ensure the Chairman sticks to the agenda and set formula.
4. Remember if you have Amendments to resolutions then the Chairman takes a vote on these first and if passed they take the place of the resolution.
5. It is important you know the club rules on amendments especially any that are proposed at the meeting. In many cases the rules will not allow them to be taken so make sure the Chairman is fully aware of the rule.
6. Sit next to the Chairman so that you can brief him on any unexpected events.
7. Apart from changes to the Club Rules most resolutions or proposals need only be simply a majority.
8. It is usual at the meeting to take questions from the floor on the Report and Accounts but any difficult questions may have to be referred back for an answer later. This could happen if someone asks for detailed costs on an item in the accounts. Some clubs have the Auditors or Accountants present at the meeting to answer any questions. It is best to follow what has been done in the past in this case.

9. If the meeting comes to an impasse for various reasons then the Chairman will have to adjourn it until another date - make sure he knows how to do this.
10. When you get to the end or "Any Other Business" some clubs only allow business to be discussed where due notice has been given. Others have a free for all, if this is the case the Chairman should not accept any proposals from the floor but you should note any comments for the Committee to look into.
11. Depending on custom you should brief either the President or a Senior Member to propose a vote of thanks at the end to the Chairman.

The above notes are intended as a guide but it is important that you as Secretary of the Club are fully conversant with the Club Rules concerning the AGM.

*[This document is prepared for guidance and is accurate at the date of publication only. We will not accept any liability (in negligence or otherwise) arising from any member or third party acting, or refraining from acting, on the information contained in this document.]*