

## **BGA CLUB MANAGEMENT GUIDES**

### **General Meetings**

## GENERAL MEETINGS

A properly organised and well run General Meeting should be an enjoyable, interesting and useful occasion for all who attend.

A meeting which has been inadequately organised, where the office holders are not well prepared, don't have the facts and procedures at their fingertips and do not know how to run a meeting effectively, can be worrying for the office holders, boring for the members and may not achieve the results intended and needed.

There are two main types of General Meeting:

**Annual General Meeting (AGM)** – a legal requirement for most organisations, this meeting is held each year to review the club's operations and finances and to elect the committee for the next year;

**Extraordinary General Meeting (EGM)** – a meeting held only when required to pass some unusual or urgent business that cannot wait until the AGM, and if there is a need to consult with the membership. The membership can also call an EGM should they need to consult with the committee or Board.

### Timing of the AGM

The governing document will have information about the interval and timing of the AGM.

A club which is a company limited by guarantee must hold its first AGM within 18 months of incorporation and, subsequently, not more than 15 months should elapse between each AGM.

### The business discussed at a general meeting

No business can be carried out unless there is a high enough proportion (quorum) of the relevant people present for the resulting decisions to be a reliable representation of the wider group. The quorum details will be set out in the governing document. If the quorum is not reached, the governing document contains instructions for rescheduling the meeting.

Company business at an AGM will be defined either as Ordinary Business or Special Business.

**Ordinary business** to be carried out at AGMs is normally prescribed in the governing document and generally includes:

- A report by the Committee on the year's activities
- Approval of the accounts for the previous financial year
- Election of Committee members and officers for the next year
- Appointment of the auditor or independent examiner of the accounts

Ordinary business requires an ordinary resolution, with 21\* days' notice for an AGM, and needs a simple majority\* of the votes cast, i.e. more than half the votes. \*may vary – check your club's governing document for the precise details.

**Special business** is any business other than the ordinary business and, depending on the governing document, may require a larger majority to approve a resolution. Special business would include, for example, changing the terms of the club's constitution, adopting a new strategy or making some other significant change to the workings of the club.

Many clubs also use the occasion of the AGM as an opportunity to hold a general and open discussion on any matters raised by the Committee or the members. Care should be taken not to dilute or divert the business of the AGM itself.

The business carried out at an EGM has to be specified in the notice calling the meeting and no other business can be dealt with at the meeting.

The club's governing document should specify the timescales required for each phase of the process leading up to the meeting and these should be carefully observed.

### **Calling the meeting**

The starting point for your AGM is to consult the club's governing document. In addition to the amount of notice required for calling a General Meeting, this document should also specify who is entitled to call one.

For an AGM, the preliminary calling notice will generally include:

- an invitation to nominate candidates for the Committee;
- an invitation to submit a motion, or agenda item, for discussion

with details of how this is to be done and the timescales for nominations to be received.

### **Circulating papers for the AGM**

Papers for meetings must be circulated to give minimum notice for the meeting i.e. arriving at their destination with sufficient time for the notice period. This notice period, and details of whom should receive relevant information, is set out in the governing document. This is usually:

- all the members
- the directors, if any of them are not members; and
- the auditors or independent examiner of the club's account, depending on the size of your club's turnover

The governing document may stipulate that meeting papers be circulated by post. If this is the case at your club, it is possible to update it (at a general meeting) to enable documents to be circulated electronically. The BGA's 'Generic Articles of Association for gliding clubs' (available from the BGA website) contains suitable Articles that your club can use.

Papers to be circulated include:

- Agenda
- Minutes of the last General Meeting
- Financial reports and accounts
- Auditor's or independent examiner's report
- Other written reports from the Committee or specific officers
- Details of any resolutions which are to be considered at the meeting
- Names of members standing for Committee, ideally with a brief resumé of their background and reasons for standing
- If permitted by the governing document, a proxy form to enable people who cannot attend to nominate someone to vote on their behalf

### **Agenda**

The agenda should include the following information:

- Date/time and place of the meeting.
- A statement that it is an AGM.
- The exact wording of any special or extraordinary resolution and a statement making the nature of the resolutions clear.
- Exact wording or general explanation of ordinary resolutions.
- Details of postal voting (if allowed), proxy voting (if allowed) and a deadline for submitting a proxy form.
- Any members' resolutions that have been properly requisitioned according to your governing document.

Sample agendas are included in the appendix at the end of the document.

### **Committee elections**

The run-up to the AGM is a good time to review succession plans, and talk to Committee members to establish who wishes to continue in office and who wishes to stand down and to look for new Committee members.

It is also a good time to review the welcome pack and consider when handover meetings and role introduction meetings could take place to ensure new committee members are able to effectively engage in their work quickly and confidently.

### **The meeting**

#### ***Venue***

The meeting should be held in a location which provides sufficient access and space for all the members, where it is easy for everyone to see and hear the proceedings. It is possible to allow remote access, and for some, to hold the entire meeting online. Check with the rules set out by your club's regulator (Companies House, or the Financial Services Authority). Temporary conditions that made entirely remote AGMs possible during the COVID19 years may not have been made permanent.

If holding a remote meeting, it must be possible for people to vote anonymously.

#### ***At the meeting***

All the relevant officers should be prepared to present their reports and to answer questions.

The club secretary should have a copy of the club's governing document to hand in case of any question or dispute over the rules.

The meeting itself is less daunting for the Chair, Secretary and other officers, if all the preparations and communications have been properly done, in the right timescale, before the meeting. This should minimise the possibility of challenges from the members and uncertainty about the procedures to be followed. It can be reassuring to have a brief informal discussion before the meeting, among the key officers and anyone presenting reports, to make sure that all the information is to hand and that the preparations are complete.

If there are Committee elections, a paper ballot is normally the preferred method of voting. Sufficient ballot papers for the expected attendance must therefore be prepared in advance. At the meeting, scrutineers must be appointed to oversee and count the votes; it is usual to appoint two senior and trusted members to undertake this task. Electronic (anonymous, single vote only) voting can be arranged for those

attending remotely.

It is normal for other votes to be decided by a show of hands, but there is usually provision in the governing document for a member to request a poll or paper ballot.

***Follow up***

The Minutes taken during the meeting should be circulated to members within a reasonable time after the meeting or displayed on the club notice board and on the website. A password protected members-only section is useful for such purposes.

Any actions required as a result of formal proposals or informal discussions should be followed up. One way to ensure that this is done is for the Club Secretary to take responsibility for bringing the topics to the next Committee meeting for a decision on how to proceed with the next stage on each topic.

Audited (or independently examined) Accounts and the details of new Directors should be supplied to Companies House promptly after the meeting.

## APPENDIX

### Sample Preliminary notice of AGM

22 February 2023

**TO: ALL FULL MEMBERS**

#### ***Committee Nominations***

I am writing to give preliminary notice of the AGM on 1 April 2023.

I now invite nominations for the Committee for next year. The current Committee members automatically stand down at the Annual General Meeting. They are however all eligible for re-election and the elections will be held at the AGM.

Any nominations should be received by the Secretary by Thursday 16 March. Nominations should be made in writing, by a club member, and should be accompanied by the nominee's written consent to the nomination. May I please ask that any nomination for a new Committee member is accompanied by a brief note by the nominee giving their background and reasons for standing for the Committee.

The current position with Committee members is as follows:

#### **Elected Officers**

Chair	Jane Ellis
Vice-Chair	David Jones
Treasurer	Keith Smith
Secretary	Frank McDonald

In addition to the elected officers, there are four places for ordinary Committee members. Current members are:

#### **Other Committee members**

Michael Edwards  
Lawrence Johnson  
Frances King  
John Thompson

David Jones and Frances King have indicated their intention to stand down at the AGM. Other Committee members are willing to stand for re-election.

Frank McDonald  
Secretary

## **Sample AGM Agenda**

### **MIDSHIRES GLIDING CLUB**

To All Club Members

Notice is hereby given of the 37<sup>th</sup> Annual General Meeting  
to be held at the Clubhouse  
on Saturday 1<sup>st</sup> April 2023 at 7 p.m.

#### **Agenda**

1. Apologies for Absence
2. Minutes of the last AGM
3. Matters Arising
4. Chair's Report
5. Financial Report and Accounts
6. Chief Flying Instructors Report
7. Election of Auditor
8. Election of Committee & Officers for 2023/24

## Sample EGM Agenda, supporting papers, and proxy voting form

Please note: these include some made up information for illustrative purposes to show the working structure, and to demonstrate how the documents work together.

### MIDSHIRES GLIDING CLUB

#### AGENDA

Extraordinary General Meeting to be held

7pm, 14<sup>th</sup> August 2010 in the Clubhouse

1. Apologies for absence
2. Background explanation of the need for the following special motions
3. Special Motion to amend paragraph 8.0 of the Memorandum of Association
4. Special Motion to amend paragraph 71.0 of the Articles of Association

Please note that there will be no other business at this meeting.

#### Background explanation

Many of you will have read the article in S&G on how clubs can cut their business rates by registering as a Community Amateur Sports Club. Your committee has decided to take advantage of this opportunity to reduce our rates by 80%. However at the moment our Memorandum of Association and our Articles of Association preclude this, as we do not comply with one of the conditions laid down by Inland Revenue, namely that on dissolution of the club any remaining funds are passed to a club with similar aims, another Community Amateur Sports Club or The British Gliding Association.

In order to make the necessary changes an **Extraordinary General Meeting** will take place **at the Club House on Saturday 14<sup>th</sup> August 2010 at 7 p.m.** to consider and vote on the following extraordinary resolutions:

#### **A. To delete the present Paragraph 8.0 of The Memorandum of Association and replace it with the following paragraph.**

8.0

If upon winding up or dissolution of the Company there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to or distributed among the members of the Company but shall be given or transferred to another organisation having objects similar to the objects of the Company and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as is imposed on the Company by virtue of Clause 5 of the Memorandum, such organisation or organisations to be determined by the members of the Company at or before the time of dissolution, and if and insofar as effect cannot be given to such provision, then to either another Community Amateur Sports Club or the British Gliding Association.

#### **B. To delete the present Paragraph 71.0 of the Articles of Association and replace it with the following paragraph:**



**FORM OF PROXY**

**Extraordinary General Meeting**

I the undersigned, being a member of the company, hereby appoint the Chair of the meeting or \_\_\_\_\_ as my proxy to attend and vote for me on my behalf at the Extraordinary General Meeting of the company to be held on 14 August 2010 and at any adjournment thereof.

I direct that my vote(s) be cast on the specified special resolutions as indicated by an X in the appropriate spaces.

Resolution	For	Against
1. To amend paragraph 8.0 of the Memorandum of Association		
2. To amend paragraph 71.0 of the Articles of Association		

**NOTES**

To be valid this form of proxy together with the power of attorney or other authority (if any) under which it is signed, or a notarially certified office copy thereof, must be deposited at the correspondence address of Midshires Gliding Club, at the address shown below, not less than 48 hours before the time of the meeting.

To appoint as proxy a person other than the Chair of the meeting, delete the words "The Chair of the meeting" and insert the full name in the space provided.

The completion and return of a proxy will not prevent a member from attending and voting at the meeting if so desired.

Unless otherwise directed, the proxy will abstain or vote, as they think fit on the specified resolution.

Full Name (BLOCK CAPTALS PLEASE)

\_\_\_\_\_

Address

\_\_\_\_\_

\_\_\_\_\_

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2010

Signature \_\_\_\_\_