

The RCSLT Annual General Meeting

Feedback from last year's annual general meeting (AGM) showed that some members would like an explanation of what actually happens at the meeting.

We hope these notes will provide that explanation, and will encourage you to attend and take part in this year's AGM.

Timing and frequency of the AGM

Company law and the RCSLT's Articles (Article 21 to be precise) require the RCSLT to hold an AGM every year. No longer than 15 months is allowed to elapse between one AGM and the next.

Traditionally, the RCSLT AGM takes place in October. In recent years we have positioned the AGM within the middle of an RCSLT study day to encourage more members to attend and to maximise the use of trustees' and staff time.

Twenty members with the entitlement to vote must be present when the meeting proceeds to business. This is known as a quorum (minimum number).

The AGM agenda

The RCSLT's Articles and company law also dictate the AGM agenda.

Each item of the AGM and a few explanatory notes on it follow below.

Please note that the use of such terminology as "adopt" may seem strange; the explanation for this is that it is not RCSLT members who actually "approve" the annual report and accounts in law; that is done on your behalf by the Council, as RCSLT directors. The "adoption" of the report and accounts is used by membership bodies such as ours to signify that members have been given the chance to give their assent to the documents being placed on the public record.

- 1. Notice convening the meeting and opening remarks by the Chair.**
- 2. Acceptance of the minutes of last year's AGM.**
 - a. *This may seem a bit late after the event, but the minutes have to be formally agreed as the legal record of the business that was conducted.*
 - b. *The Chair will call for a proposer and seconder to adopt the minutes and a show of hands will then be taken.*
- 3. Presentation and adoption of the Trustees' Annual Report (Vote on Ordinary Resolution 1).**
 - a. *The Chair and the CEO will jointly present an overview of the year's events at the RCSLT, pointing out parts of the annual report that may be of particular interest to members. This is your chance to hear at first hand what has been going on and what challenges lie ahead.*
 - b. *The Chair will call for a proposer and seconder of the ordinary resolution to adopt the annual report and a show of hands will then be taken.*
- 4. Presentation, consideration and adoption of the Annual Accounts and the Auditors' Report (Vote on Ordinary Resolution 2).**
 - a. *We attempt here to present a picture of how we have spent your money, how our finances have fared overall, what the challenges have been and what the future challenges may be. We announce the membership fees for the following year. We will also refer to the auditors' report.*

- b. *The Chair will call for a proposer and seconder of the ordinary resolution to adopt the accounts and a show of hands will then be taken.*
- 5. The appointment and remuneration of the auditors (Vote on Ordinary Resolution 3).**
 - a. *This is a requirement of law, and in this case it is you, the members, who approve the appointment and remuneration of the auditors. In practice, their remuneration is fixed by the Council in consultation with the auditors before the audit begins. Hence the wording of the resolution.*
 - b. *The Chair will call for a proposer and seconder of the ordinary resolution to appoint the auditors and for Council to fix their remuneration and a show of hands will then be taken.*
- 6. Result of elections to Council.**
The Chair will summarise who the newly-elected Council members are.
- 7. Declaration of Council.**
The Chair will then read the full list of the Council members for the following year.
- 8. Vote of thanks.**
This is traditionally given by the Deputy Chair.
- 9. Any other business by leave.**
- 10. Chair announces the AGM closed.**

Resolutions and voting

Resolutions sound very formal, but are merely legal vehicles for getting something done, to ensure it has a set majority of approval and that the resolution is recorded.

Usually, all the resolutions at our AGMs are Ordinary Resolutions. This means that they have to be sent out to members 14 days in advance of the AGM, and when voted on, a majority on a show of hands wins the vote.

In extreme cases (eg: where there are many proxy voters present) a poll may be called for by the Chair, or at least three members entitled to vote and present in person or by proxy. This is however very rare.

In the event of an equality of votes, either by show of hands or on a poll, the Chair has a casting vote in addition to any other vote she may have.

And finally... in the absence of any other instruction, the Chair has the final say in how the meeting is conducted.