

Holding an AGM

Overview

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| Introduction | The purpose of this document is to outline the procedure for holding an Annual General Meeting (AGM) at Sydney Flying Squadron... |
| Target Audience | The document is for the use of those involved in arranging and running an AGM |
| Purpose | It covers the planning and execution of an AGM. It does not cover the production or mailing of an annual report. |
| Inputs | Prior to scheduling an AGM, the Annual Report needs to be available. The Annual report requires the financial statements to be completed and audited. |
| Definitions | AGM – Annual General Meeting SFS – Sydney Flying Squadron |

Purpose of an Annual General Meeting

Introduction This section outlines the purpose of an AGM

Content of an AGM The AGM is an annual exercise to:

- present information to members
- address questions from members
- vote on appointments to the Board
- vote on any issues that may be relevant.

Typical agenda The following is the typical agenda for an AGM:

Agenda

1. Apologies
 2. Confirm the minutes of the previous AGM
 3. To receive and adopt financial statements of the Company and Group for the year ending 31 May 20xx and reported by the Directors and Auditors
 4. To elect the Board for the coming year
 5. To deal with any business of which notice has been given in accordance with the requirements of the Company's Constitution (Articles of Association)
 6. To deal with any other business that the meeting may approve of, and for which due notice has been given.
 7. To put any motions for Life Membership to the meeting
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Timing of an AGM

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| Introduction | This section explains the timing of an AGM in relation to the constitution and annual report. |
| After year end | The AGM must be held within five months of financial year end. If the financial year ends on 31 May, the AGM must be held before the end of August. |
| Annual Report | The Annual Report must be sent no later than twenty-one(21) days before the Annual General Meeting or no later than five (5) months after the end of the financial year to which the report related, whichever is the earlier |
| Letter to Members | The members should be notified by letter of the AGM. This can be done at the same time as the Annual Report is distributed. See Attachment 1 for an example letter to members. |

Advising of an Annual General Meeting

Introduction This section outlines the manner in which members are advised of an AGM

Eligibility to attend Any financial member is eligible to attend. They must be paid up by the commencement of the meeting

Eligibility to vote Only “Ordinary Members” are eligible to vote. The constitution describes “Ordinary Members” as:

Ordinary Member. Ordinary Members shall be persons who have attained the age of 18 years and who are Ordinary Members in accordance with the provisions of the Constitution and who have paid the appropriate annual subscription and any together fees for such class of membership.

The constitution then says that the board is elected by *Ordinary Members and Life Members*. (42 a) and only Ordinary and Life Members can stand.

(10 b) Sailing Members shall become Ordinary Members after a period of 12 months continuous membership as a Sailing Member

(10 c) Social Members shall automatically become Ordinary Members after a period of 3 years continuous membership as a Social Member

Summary of Ordinary Members To summarise, Ordinary Members are:

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|-----------------|---|
| Sailing Members | Who have been financial for 12 months |
| Social Members | Who have been financial for 3 consecutive years |

Election of Board members

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|----------------------------|---|
| Introduction | This section outlines the election process for Board Members |
| Constitution | The constitution has several conditions regarding the election of Board members. |
| Vacancies | According to the constitution, certain positions are required to be vacated in years ending in either odd or even numbers. |
| Even numbered years | <p>In even numbered years, the</p> <ul style="list-style-type: none">• Vice-President• Commodore• Vice-Commodore, and• Any director who has fulfilled the two-year term of office <p>shall retire from office and nominations sought to elect those positions for a two-year term.</p> |
| Odd numbered years | <p>In odd numbered years, the</p> <ul style="list-style-type: none">• President• Treasurer, and• Any director who has fulfilled the two-year term of office <p>shall retire from office and nominations sought to elect those positions for a two-year term.</p> |
| Replacement members | If a board member is replaced during his/her term, the replacement director will take on the term of the retiring director. |
| Nominations | The deadline for nominations is 14 days before the AGM. Nominations must be on the nomination form and supported by two club members. The nominee must acknowledge that they are prepared to stand. The nomination form is handed to the Secretary and posted on the club noticeboard. |

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Election of Board members, Continued

Voting

If a vote is required, a voting form should be given to Ordinary and Life Members. In some cases, a coloured Post it note paper may suffice, on which they can write their preference. Also provide enough pens or pencils to fill in the forms. Voting may be dependent on the outcome of another position. This is the voting form from 2016

Vote 1

| | |
|----------------|--------------------------------|
| Commodore | Billy Loader Robert Tearne |
| Vice-President | Alan Robinson Robert Gordon |

Vote 2

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|-----------------------|--|
| Vice-Commodore | Terry Stewart Robert Tearne (if not elected Commodore) |
| Director (1 position) | Louise De Marco Robert Gordon (if not elected Vice-President) |

Nominees

Ask each nominee to stand and give a brief outline of their experience and what they can bring the SFS Board. The vote can then be undertaken

Counting votes

Use ice buckets from the restaurant to collect the votes. A returning officer needs to be appointed to do the count and announce the result. John Bennett has done this on previous occasions. The returning officer should not be a Board Member or standing for the Board.

Holding the Meeting

| Introduction | This section explains running of an AGM | | | | | | | | |
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| Venue | The meeting is usually held at the club. Attendance can vary from 30 to 50 | | | | | | | | |
| Quorum | A quorum of 30 members is required for the meeting to proceed. | | | | | | | | |
| Timing | Usual time is 10 to 10.30 on a Sunday. Meetings can run for two hours on average. It can be longer if there are controversial matters. | | | | | | | | |
| Attendance | A desk needs to be setup to check in members and if they are eligible, provide voting forms. The desk should be open at least half an hour before the meeting. When the meeting starts, the doors are closed, and no further members are permitted to enter. | | | | | | | | |
| Facilities | The Board usually are seated at a table at the front of the room facing the members. A microphone is made available if members have questions. | | | | | | | | |
| Document copies | Copies of relevant documents should be available for attendees. <table border="1"><thead><tr><th>Document</th><th>Copies available</th></tr></thead><tbody><tr><td>Annual Reports</td><td>15</td></tr><tr><td>Financial Reports</td><td>25</td></tr><tr><td>Previous year minutes</td><td>20</td></tr></tbody></table> | Document | Copies available | Annual Reports | 15 | Financial Reports | 25 | Previous year minutes | 20 |
| Document | Copies available | | | | | | | | |
| Annual Reports | 15 | | | | | | | | |
| Financial Reports | 25 | | | | | | | | |
| Previous year minutes | 20 | | | | | | | | |
| Membership list | With the current membership system (King Street Computing System), we can generate a list of eligible members to vote (Ordinary Members and Life Members). There are a few "Members for Life". These people payed a lump sum of money some time ago to pay membership forever. They are eligible to vote. | | | | | | | | |
| Chairman | The meeting is usually chaired by the current President. | | | | | | | | |
| Minutes | A member should be appointed to take minutes. It is preferable if this person is not a Board member or standing for election. | | | | | | | | |
| Member motions | Members may put any subject forward for discussion or vote as long as it is 7 days before the meeting. This is item 5 on the agenda. In other words, it is a formal matter for discussion or a motion to be voted upon by those present. One example may be a change to constitution. | | | | | | | | |

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Holding the Meeting , Continued

Member motions

Members may put any subject forward for discussion or vote as long as it is 7 days before the meeting. This is item 5 on the agenda. In other words, it is a formal matter for discussion or a motion to be voted upon by those present. One example may be a change to constitution.

Member discussion

The AGM should provide time under item 6 for general questions from the floor. There may be many questions on the same topic, and it is sometimes best to note the question, and provide an answer outside the meeting. The time for these questions should be limited or they can go on for hours.

Document History

| Number | Author | Notes |
|--------|----------------|-------|
| 1 | Neville Turbit | Board |

| Version | Date | Changes |
|---------|----------|---------------------------------|
| 1.0 | 27/10/16 | Initial Version |
| 1.1 | 26/8/17 | Added example letter to members |

Attachment 1. Example letter to Members



SYDNEY FLYING SQUADRON LTD

NOTICE OF ANNUAL GENERAL MEETING INVITATION TO “ORDINARY” FINANCIAL MEMBERS AND LIFE MEMBERS

The 128th Annual General Meeting of the Sydney Flying Squadron Limited will be held at 9:00 am on Sunday 29th October 2017 in the Clubhouse, 76 McDougall Street Milsons Point.

Agenda:

1. Apologies
 2. To confirm the minutes of the 127th Annual General Meeting.
 3. To receive and adopt the financial statements of the Company and Group for the year ending 31st May 2017 and reports by the Directors and Auditors.
 4. To elect the Board for the coming year.
 5. To deal with any business of which notice has been given in accordance with the requirements of the Company’s Constitution (Articles of Association)
 6. To deal with any other business that the meeting may approve of, and for which due notice has been given.
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NOMINATION FOR BOARD OF DIRECTORS

In accordance with the Club’s Constitution, the President and Treasurer must stand down in 2017. Any director who has served two years must also stand down. Those Board members are eligible to stand again for election.

Nominations for the position of:

- President
- Treasurer, and
- One Director

are sought.

NOMINATION FOR BOARD OF DIRECTORS (continued...)

Nominations must be in the hands of the Functions Manager (Jade Johnson) not less than 14 days prior to the date set for the Annual General Meeting and will close at 4:00pm on Friday the 13th of October.

The proposer, seconder and nominee must be financial Ordinary Members* or Life Members as per the Articles of Association at the time of signing the nomination form.

Please refer to the Articles of Association for exact definitions. Nomination forms are available from the Sydney Flying Squadron office during office hours and are downloadable from the Club's website. (Select "Membership" and "Board Application")

Notification of nominations received will be posted on the Club notice board.

VOTING RIGHTS FOR ANNUAL GENERAL MEETING

ONLY ORDINARY MEMBERS* who are financial members and LIFE MEMBERS are eligible to vote.

Please refer to the Articles of Association for exact definitions.

***ORDINARY MEMBERS** are deemed to be:

- Financial **SAILING MEMBERS** 18 years of age and over, actively involved in sailing at Sydney Flying Squadron, who have twelve (12) months continuous financial membership.
- Financial **SOCIAL MEMBERS**, 18 years of age and over who have three (3) years continuous financial membership.

In case of doubt as to the form of validity of any nomination or voting rights, the matter shall be referred to the Returning Officer, whose decision shall be final.

ANNUAL REPORT FOR 2016-2017

The Annual Report for 2016-2017 is available to view on the Club's website at <https://>

Hard copies are also available at the Club during office hours.

We look forward to seeing you at the AGM.

Neville Turbit
Director

29th September 2017