

CHAIRING AGMS

GOVERNANCE ESSENTIALS

BY STEVEN MOE



CHAIRING AGMS



20 Principles to Consider

1. The Chairperson is there as the host – welcome everyone, make them feel valued and thank them for coming to participate.
2. Know your crowd – what is the “vibe” and do they have a black letter mentality or less formal?
3. Circulate papers well before so can be taken as read, come with questions only.
4. Set a clear agenda so it is clear what is being looked at.
5. Keep the meeting flowing.
6. Everyone is busy – it is important to respect their time and keep meeting efficient.
7. Don’t fill the void with waffle...
8. ...but celebrate the wins. Talk about what the purpose is and share some good stories.
9. If rules are in place know how to comply with them, but don’t pretend to be a lawyer or a Judge.
No need to over formalise things.
10. Comply with what is needed and the AGM must cover such as any approvals or appointments
11. Go with first principles – don’t impose more than is actually needed or required by the rules.
12. “A quick no is better than a long maybe”
13. Think of culture as a verb, not a noun
14. Know what flexibility the rules actually allow.
15. Just because you saw an AGM run one way, doesn’t mean it is how you should run yours – no one size fits all.
16. A company context is different from a charity context.
17. Verbally signal which agenda item is being discussed. “We now move to agenda item 4, the financial report”
18. Consider highlighting how much time each item has been allocated to keep people on time: “We have 5 minutes for this item.”
19. Be ready to step in if comments or behaviour are off–topic or inappropriate. Prepare statements, such as: Ladies and gentlemen, please keep language appropriate. Thank you for your comments Sir/Madam. In the interests of time, let’s move onto our next question/speaker.
20. Follow up: Review the paper we did on Chairing meetings – same principles apply.



Likely Situations

Let's look at some situations that may come up in an AGM:

Proposal from the Floor

An organisation's rules may allow or prevent members from making a proposal 'from the floor', in other words, at the meeting itself without any forewarning. If the rules prevent this, it is up to the Chair to politely advise it is not possible and to explain how to make a proposal according to the rules.

If proposals from the floor are permitted, a Mover can make a proposal using a statement that expresses the proposed decision, for example, "I move that all people wearing yellow be asked to stand up." A Secunder then needs to second the proposal. If the Chair refuses the motion, they will need to explain why. If the Chair accepts the motion, then discussion or debate on the proposal can begin, usually with the Mover speaking first, followed by the Secunder.

It is the responsibility of the Chair to coordinate the discussion. In doing so, some guiding principles are:

- be fair and polite to everyone
- allow the majority to rule
- ensure minorities are allowed to speak.

After discussion, the Chair will ask for votes. [Note: Generally I do not like moving and seconding so only use them for these situations – see [here for more](#) on that.]

Casting vote needed

- Voting may sometimes be tied. If the Chair is constitutionally allowed to have a 'casting vote', this should normally be used to vote in favour of the status quo. This is based on the idea that change should happen only when it is favoured by the majority. If votes are tied and the Chair does not have a casting vote, the convention is that the motion is defeated, for the same reason.
- The chair should always confirm the outcome of the vote as it is not always clear otherwise.
- Be clear who is a member and entitled to vote
- Members have a basic right to vote, unless that right is limited. Some people may be members, but are not entitled to vote. An organisation's rules should state who is a member and who is entitled to vote, for example, some rules exclude non-financial members from voting.
- We have seen a number of situations where people have voted or tried to vote, only to discover they are not eligible. Have your rules handy and be able to refer to the clauses around voting if this is questioned.



Example provisions for an Incorporated Society

Schedule 1

Example Provisions For An Incorporated Society

1. GENERAL MEETINGS

- (a) Minutes of meetings shall be kept for every General Meeting.
- (b) General Meetings may be conducted in person and/or by telephone conference, video conference or any similar means of electronic, audio or audio-visual communication, provided that the Members can hear each other well enough to follow the discussion throughout the meeting. Members present in accordance with this clause are eligible to vote and will be counted towards a quorum.
- (c) General Meetings will be chaired by the Chairperson. If the Chairperson is absent, the Committee will select an Officer to chair the General Meeting.

Annual General Meetings

- (d) The Annual General Meeting may be called by the Committee and must be held no later than six (6) months after the Society's balance date and no later than fifteen months after the previous Annual General Meeting.
- (e) At least five (5) Working Days prior to the Annual General Meeting, the Committee will give written Notice of the Annual General Meeting to all Members, with sufficient detail of the business to be discussed at the meeting. At least five (5) Working Days prior to the Annual General Meeting, the Committee will give written Notice of any Committee or Member motion to be voted on.
- (f) At the Annual General Meeting the Committee must present:
 - (i) an annual report on the operations and affairs of the Society during the most recently completed accounting period;
 - (ii) the financial statements of the Society for that period; and
 - (iii) notice of the disclosures, or types of disclosures, made under section 63 of the Act (disclosure of interests) during that period (including a brief summary of the matters, or types of matters, to which those disclosures relate).
- (g) The Committee may put forward motions for the Society to vote on, which will be notified to Members in accordance with clause 10.5.
- (h) A Member may request that a motion be voted on at an Annual General Meeting by giving Notice to the Committee at least fifteen (15) Working Days before that Annual General Meeting. The Member may also provide information in support of that motion. Notice of a Member motion must be given to Members in accordance with clause 10.5.

Quorum

- (i) No business of the Society will be transacted at a General Meeting without a quorum present.
- (j) The quorum for a General Meeting is half (1/2) of the Members of the Society, either attending in person or according to clause 10.2.
- (k) If there is no quorum present within thirty (30) minutes of the time set for the commencement of any General Meeting, the General Meeting will lapse.
- (l) In the event of a General Meeting lapsing due to not meeting a quorum, the General Meeting will be adjourned for two (2) weeks to the same time and place (if possible) and Notice of the adjournment will be given by the Committee to all Members. At the adjourned General Meeting the Members present will form a quorum.

Voting

- (m) Each Member of the Society is entitled to one (1) vote on any matter being voted on. Votes may be cast in person or by electronic means for those attending the General Meeting in accordance with clause 10.2.
- (n) In the event of a tied vote, the person chairing the General Meeting in accordance with clause 10.3 will have a casting vote.
- (o) Subject to this Constitution, the number of votes required to reach any decision will be a majority of the Members present and entitled to vote at the General Meeting.
- (p) Postal and proxy votes are not permitted for General Meetings.
- (q) If it is proposed that a vote is held on a matter that was not included in any Notice, then a new General Meeting must be called to consider that matter.
- (r) Subject to the Act and this Constitution, the Committee may determine any other administrative procedures and processes provided it is fair and proper.

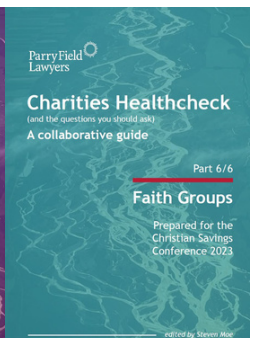
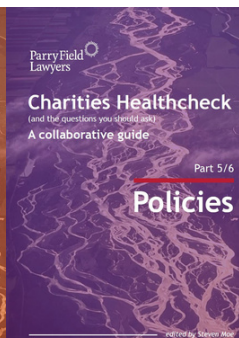
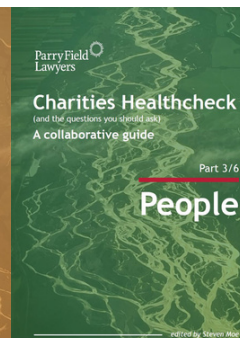
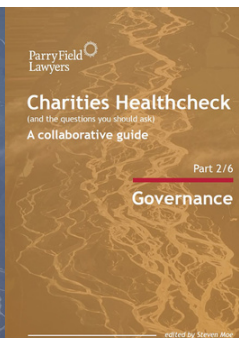
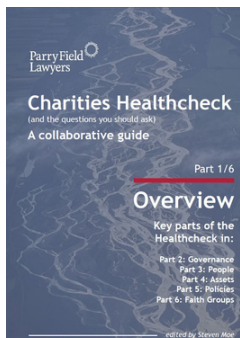
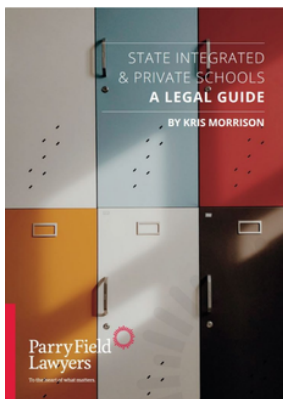


Insight from Jen Butler, who assists Boards and has been to many AGMs as part of Absolute Gems:

My top tip for AGMs is **schedule a “next 12 months planning session” straight after the AGM**, then the formalities are usually straight forward because people know they have the opportunity to contribute/ be heard afterward. You might even spend 10 minutes of the after session talking about what could have been done better the previous year so people get frustrations out, so they can move forward with solutions and keep the meeting energised and motivated. Sometimes it can be hard to get volunteers to come to this, but they are already there for the AGM so helps connect them and keep them involved.

Parry Field Publications and Free Resources

Download a copy of the guides below at:
<https://www.parryfield.com/home/publications/>





Board Matters



With Steven Moe

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Our Information Hubs:

- [Incorporated Societies Information Hub](#)
- [Charities Information Hub](#)
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More Resources:

- [Chairing the Board](#) - Volunteering New Zealand
- TPK Resources- <https://www.tpk.govt.nz/documents/download/150/tpk-chairingboard2006-en.pdf>
- Governance New Zealand- [Chairing The Board: Governance New Zealand](#)
- IOD Resources- [Not for Profit Governance Essentials - online | IoD NZ](#)