

## Some Guidance on holding your Annual General Meeting.

There is a very useful communication from the SEC Advisory Group on considerations relating to fulfilling the requirements of an Annual General Meeting (the text is repeated at the end of this mail). I want to preface that with a summary of important points we encourage you to consider.

- **Adhere to your Constitution.**
  - You will probably find the Constitution is not restrictive in *how* you carry out your AGM.
- **Diligent management is a prerogative.**
  - Continue to prepare final accounts, get them independently examined, and prepare Vestry reports.
- **Communicate with the constituent members.**
  - Let everyone see and share in visibility of the life of the charge over the preceding year.
  - This includes notifying willingness to continue serving (where the Constitution permits) and inviting nominations for vacant Vestry positions.
  - Let everyone know the plans for holding the AGM, and invite participation.
- **If the Constitution allows, you may apply to the Bishop to delay your AGM.**
  - If, having invited participation, you feel that you aren't able to achieve a quorum, or for other reasons, you may decide to apply for a delay. Keep a record of the decision, OSCR will want to know about variations to Constitutional requirements.
  - Recognise that, realistically little may be achieved, in that meeting restrictions may continue for quite some time.
- **Hold the AGM as soon as practical and possible** by whatever means you have adopted.
- **Submit finance report to OSCR as soon as possible**, even if you've opted for a delay to the AGM.
- OSCR will be tolerant if you demonstrate good management, and that you've done all you could in the circumstances.

As an example, here's how one charge is proceeding:

- The ambition is to hold an AGM within the time allowed by the Constitution, using Zoom, with a telephone dial-in option for those without Zoom.
- The Vestry reports, accounts, vacancy notices, invitations to submit nominations for vacancies, and invitation to participate in the AGM are being sent by post to constituent members.
- There is a deadline for return of nominations and intention to join AGM. Receipt of those papers will determine the probability of achieving quorum. If it is clear quorum cannot be achieved, they will apply for extension, notify the constituent members, and advise OSCR.
- If they decide to proceed, and if an election is required to fill any vacancy, a separate ballot paper will be sent out, to be returned in advance of the AGM.

I appreciate there's quite a bit of mailing involved, but if you've been involved in preparing for an AGM in the past you'll be aware that most of the work needs to be carried out

anyway, and the mailing is the only extra bit. Importantly, the constituent members will at least have seen all of the reports for the year.

Here's the full text previously sent from the SEC Advisory Group to Clergy, Lay Readers, Vestry Secretaries and Diocesan Secretaries. It is very useful, and the OSCR information is very helpful.

- 3. Congregational Annual General Meetings:** many congregations traditionally hold their annual meetings at this time of year. The Government's restrictions on gatherings in general make meeting in the normal form very difficult. The Office of the Scottish Charity Regulator (OSCR) has prepared a webinar addressing many of the questions which charities may face in holding such meetings and there is also some written guidance available on the OSCR website. The webinar and guidance available at:

<https://www.oscr.org.uk/news/video-ask-oscr-virtual-meetings-and-agms/>  
<https://www.oscr.org.uk/guidance-and-forms/covid-19-guidance-for-charities/3-charity-meetings-and-governance/>

In considering the question of the annual meeting, reference should be made to the congregational constitution. Many congregations will have adopted the SEC Model Constitution. That allows for the possibility of an annual meeting being deferred, with the consent of the Bishop, beyond any time limit that might otherwise be provided for in the Constitution, if the Bishop is satisfied that "special circumstances have arisen". At the present time, it is expected that most congregations will wish to defer the holding of their annual meeting. Whilst it would be possible to hold a meeting on Zoom or a similar medium, it may be that not all church members wishing to participate would in fact be able to do so. If a meeting does not take place at this time, it is of course still possible to keep congregations informed and involved by providing accounts and the usual reports to members and to invite feedback, for example, by email. If a meeting is deferred, it is also assumed that the terms of vestry members will be extended until the point at which it is possible for an annual meeting to take place (and under the Model Constitution, the Vestry has power to fill any "causal vacancy" which arises in its membership). Notwithstanding any deferral of the annual meeting the vestry ought still to approve the accounts in the normal way and lodge them with OSCR in accordance with the normal timescales. The Model Constitution envisages that the annual meeting will "receive" congregational accounts and that can still be undertaken when the deferred annual meeting eventually takes place.