



# Annual Meeting

## Operational Procedures

### 1. Introduction

- 1.1 This document sets out operational procedures and guidance for the Annual Meeting as prescribed by Byelaw 22 which states that:

*“Annual and Special meetings of the Chartered Institute shall be called and conducted in accordance with Regulations, provided that not more than 15 months shall elapse between Annual meetings.”*

- 1.2 The Annual Meeting of CIEH shall be held at such date and time as the preceding Annual Meeting may decide or, failing any such decision, as directed by the Board of Trustees (Board).
- 1.3 The format of the meeting will be determined by the Board, either to be a physical meeting (with all participants at a single location), a “virtual” meeting using other communication media (where participants can all hear each other clearly) or a combination of these two approaches. For the avoidance of doubt, those attending the meeting by digital means are regarded as ‘present’ for the purpose of these procedures.
- 1.3 The Board may organise a special meeting when it believes one is necessary and must do so within 60 days of a receipt of a valid request to the Chief Executive signed by no fewer than 150 Voting Members, stating the purpose of the proposed meeting.

### 2 The programme

- 2.1 The agenda of the Annual Meeting must include:
- The appointment or re-appointment of auditors
  - The receipt and consideration of the Annual Report of the Board and the audited accounts of CIEH
  - Report on actions taken in respect of any motions carried or resolutions passed at any special meeting occurring since the last Annual Meeting
  - Receipt and consideration of any valid motion
  - Approval of the minutes of the previous Annual Meeting and any special meetings since that date
  - Any other business admitted by the Chair of the meeting or which the meeting resolves to consider, by a simple show of hands

### **3. Motions**

- 3.1 Any Voting member who wishes to propose any motion to an Annual Meeting may do so if they have informed the Chief Executive (or his/her nominee) no later than 60 days before the date of the Annual Meeting, such notification to include the wording of the nomination. The Board, or any of its committees and advisory groups, may also propose a motion in the same manner.
- 3.2 Where a motion is being proposed by a Voting member it must be supported by no fewer than ten further Voting Members.
- 3.3 No resolution to amend the Charter or the Byelaws may be altered by the Annual Meeting.

### **4. Notice of meetings**

- 4.1 A minimum of 21 days' notice (in accordance with Byelaws 25 and 33) must be given to members for an Annual Meeting, specifying the date, time and venue (and giving access details for a meeting that is to be held virtually or by a combination of digital means and a physical meeting) and providing information on any special business to be discussed. The notice of the meeting shall include (either in physical form or an internet link):
- Received motions, the annual statement of financial activities, balance sheets and reports
  - Proxy voting forms
- 4.2 Any notice to members may be sent by post, e-mail, or any other means of communication and shall be deemed served 48 hours after it was sent, subject to the provisions of Byelaw 33.
- 4.3 Any member not receiving notice of the meeting for any reason shall not invalidate the proceedings at that meeting.

### **5. Conduct and procedure at meetings**

- 5.1 The Annual Meeting must operate in accordance with the CIEH's Charter, Byelaws, Regulations and Operational Procedures and in accordance with both relevant legislation and the current guidance of the Charity Commission for England and Wales.

### **6. Presiding at meetings**

- 6.1 The Chair of the Board will preside over the Annual Meeting, or in his or her absence, the Deputy Chair. If both are absent the President shall chair the meeting. A vacancy in any of these offices will be regarded as an absence for the purposes of this rule and rule 6.2.
- 6.2 In the event that the Chair, Deputy Chair and President are all absent from an Annual Meeting, those members of the Board present shall elect one of their number to chair the meeting.

## **7. Quorum at meetings**

- 7.1 The quorum at any meeting shall be ten Voting members present in person. If the quorum is not present within 30 minutes of the appointed time of the meeting, no business other than the appointment of a Chair may take place.
- 7.2 If a quorum is not present, or ceases to be present whilst the meeting is taking place, that meeting shall automatically stand adjourned. A new date for the meeting will be set, by the Chair of the initial meeting. Such an adjourned meeting must be held no sooner than 14 days, and no later than 28 days, after the initial meeting.

## **8. Adjournment of meetings**

- 8.1 The Chair, even with a quorum present, may with the consent of the meeting, adjourn the meeting to another date and must arrange for members to be notified of the new date for that meeting. Such an adjourned meeting must be held no sooner than 14 days, and no later than 28 days after the initial meeting.

## **9. Voting at meetings**

- 9.1 A resolution put to the vote at the meeting shall be decided by majority vote (a show of hands of Voting Members present in person and entitled to vote, a similar vote conducted by digital means or a vote conducted by a combination of these approaches). Every Voting Member entitled to vote shall have one vote. The Chair shall declare whether or not the resolution has been adopted.
- 9.2 If proposed by the Chair, or resolved by the meeting, a vote shall be decided by a poll taken at the meeting.
- 9.3 No poll shall take place for deciding the Chair of a meeting, or on any question of adjournment.
- 9.4 The demand for a poll shall not prevent the continuance of the meeting and any other business taking place.
- 9.5 On a poll, votes may be given personally or by proxy, and every Voting member entitled to vote and who is present in person or by proxy shall have one vote.
- 9.6 If required, the Chair of the meeting shall be entitled to a casting vote.
- 9.7 Any objection to the admissibility of any vote shall be determined by the Chair of the meeting whose decision shall be final. No such objections may be considered after the close of the meeting at which the vote has been cast.

## **10. Proxies**

- 10.1 A member may appoint the Chair of the meeting as his/her proxy. A proxy (in the form designated by the Chief Executive, or his/her nominee) shall be signed by the appointer or by

his or her duly authorised attorney (or otherwise approved by digital means) and shall be deemed to confer authority to vote on any motion before the meeting, including to demand a poll or to join in any such motion.

10.2 A proxy may specify the manner in which their vote is to be used in respect of any particular resolution or may allow their nominee to cast a vote (or choose not to vote) as they see fit. Use of a proxy vote other than in accordance with the directions of the member giving the proxy will be considered a misconduct matter for referral under the terms of the Code of Conduct for Governance Office Holders.

10.2 The proxy form, and the power of attorney (if any) under which it was signed, must be received by the Chief Executive (or any person or organisation whom the Chief Executive nominates to undertake that role) at least 48 hours before the meeting otherwise the named person shall not be entitled to vote. The proxy form shall be only valid for the meeting stated on the form.

10.3 A proxy may not be rescinded, once lodged with the Chief Executive or his/her nominee.

## **11. Minutes of Annual Meetings**

11.1 The Chair shall sign minutes of the previous Annual Meeting (and any special meetings held since that time) on the resolution of the subsequent meeting.

**Agreed** by the Board of Trustees on 22 April 2021.

**To be reviewed** before 30 April 2023.