

# Annual Meeting Operational Procedures

## 1. Introduction

- 1.1 This document sets out the 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 the CIEH shall be held at such date, time and place as the preceding Annual Meeting may decide or, failing any such decision, as directed by the Board of Trustees.
- 1.3 The Board of Trustees 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 of Trustees and the audited accounts of the 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, the Board of Trustees or any committee or advisory group of the Board who wishes to bring before an Annual Meeting any motion may do so if they have informed the Chief Executive no later than 60 days before the date of the Annual Meeting.
- 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 proposed 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 providing information on any special business to be discussed. The notice of the meeting shall include (either in physical form or an internet link to):

- 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 after 48 hours, 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 conduct and procedure for an Annual Meeting is set out in documents on the management of meetings. The Annual Meeting must operate in accordance with the CIEH's Charter, Byelaws, Regulations and Operational Procedures and in accordance with the requirements of all relevant legislation.

## 6. Presiding at meetings

6.1 The Chair of the Board of Trustees 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.

6.2 In the event that the Chair, Deputy Chair and President are absent from an Annual Meeting, those members of the Board of Trustees 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 within 14-28 days of the adjourned meeting, by the Chair of 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 notify members of the new date for that 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). 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 proxy must be a Voting member. The proxy form shall be signed by the appointer or duly authorised attorney 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 The proxy form, and the power of attorney (if any) under which it was signed, must be received by the Chief Executive 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.

## 11. Minutes of Annual Meetings

- 12.1 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 27 September 2018.

**To be reviewed** before 30 September 2020.