

# General Meetings

## Overview

A general meeting is a meeting of the RCN membership when decisions are made on proposals put to them by RCN Council or by other members.

An annual general meeting (AGM) is a type of general meeting.

The AGM's prime purpose is for members to receive the annual report and financial statements and to ask questions about the running of the organisation.

Other general meetings are usually referred to as extraordinary general meetings (EGMs) and are normally called to discuss a specific issue of importance or concern to the membership.

General meetings, and the rules governing them, are fairly standard across most companies and organisations and the RCN's own rules on general meetings reflect common practice.

## General meetings at the RCN

The RCN's rules for general meetings are set out in the Royal Charter, Standing Orders and Regulations. This policy and process document sets out further details about how those rules are implemented.

All general meetings of the RCN are chaired by the President or, in their absence, the Deputy President and the conduct of the meeting is in their hands. There are no specific rules for running the meeting.

Members must be given at least 21 days' notice of a general meeting.

The notice must include the date, time, venue and the purpose of the meeting.

Votes on ordinary and special resolutions will be set out in the agenda.

The notice will be published on the RCN website and in all regular member communications including Bulletin, Activate and the formal report of the Council meeting at which the agenda was approved. A bulk email will also be sent to all members in the name of the President.

It is not permissible for members to raise any business from the floor which is not on the agenda. To do so would be unconstitutional because members have to have 21 days' notice of any business.

There must be a quorum of 150 members in person or by proxy.

If a quorum is not reached in 30 minutes the meeting will be adjourned and reconvened within two months.

If a meeting is adjourned because it is not quorate or because a request for more time to consider the issue is agreed by those who requisitioned the meeting, it is important to note that the adjourned meeting can only carry out unfinished business from the original meeting and cannot consider an amended or new resolution.

## **Annual General Meetings at the RCN**

The RCN should hold an AGM each calendar year.

The AGM must include the presentation of the annual report and financial statements and allow time for members to ask questions about them.

There will also be a session on matters of professional character that are important to the members.

## **Extraordinary General Meetings at the RCN**

Extraordinary General Meetings are usually called by RCN Council or can be requisitioned by 1,000 members in writing to discuss an issue of particular importance or concern.

The meeting must be held within 6 months of being requested and can be included in the agenda for the Annual General Meeting if timings permit.

## **Voting**

### **Show of hands**

Voting at a general meeting in the first instance is by show of hands where members are asked to raise their hand indicating if they are in favour or against a particular resolution.

It is only those members present at the general meeting whose votes are counted and included in the final results.

An independent scrutineer will be appointed to record the votes and to report the outcome to the Chair of the meeting.

### **Calling a poll prior to the general meeting**

If an issue is of such importance that Council decides that all members should have the opportunity to vote, Council can call for a poll of all members.

Members who would like to vote but are unable to attend the meeting should complete and return a proxy form.

Members who plan to be present at the general meeting do not need to return the proxy form. They will be asked to complete a poll card at the meeting which will be given to them at the registration desk.

### **Calling a poll at the general meeting**

A poll can be called at the meeting by either the Chair or by a minimum of 10 members either in relation to one or all ordinary and special resolutions on the agenda. It can be called at the beginning of the meeting, before the show of hands has taken place or when the result of the show of hands is announced.

### **How to appoint a proxy to vote on your behalf at a general meeting**

Details of how to appoint a proxy will be published alongside the notice of the meeting.

Members who cannot attend the meeting may appoint a proxy to vote on their behalf at a general meeting.

The proxy is usually the Chair but could be a RCN Council Member or another RCN Member.

RCN staff cannot act as a proxy.

Your proxy must be present at the meeting for your vote to be included. You can instruct your proxy how to vote or you can give them discretion to vote in the way they feel most appropriate having heard the debate on a particular issue.

If you appoint an RCN Council member to act as a proxy and give them discretion to vote in the way they feel appropriate, they must declare in advance of the meeting how they will cast their proxy votes.

This declaration must be made on an individual basis to the person appointing them as proxy or by publishing the declaration on the notice or proxy form and in other communications to members about the vote.

To appoint a proxy member you must complete and return a proxy form by the stated deadline (usually 48 hours prior to the start of the meeting).

Proxy forms received after the deadline cannot be accepted. You cannot therefore submit a proxy form at the start of the meeting.

Proxy forms will be published with the notice on the RCN website, in all regular member communications including *Bulletin*, *Activate* and the formal report of the Council meeting at which the agenda was approved and there will be a link to the proxy form, in bulk email, sent to all members in the name of the President.

### **Counting of votes**

A simple majority is required for ordinary resolutions.

Special resolutions on changes to the Charter and Standing Orders require a two thirds majority to be accepted.

An independent scrutineer will count the votes cast at the meeting and, if a poll is called, add them to the proxy votes received prior to the meeting.

Following the general meeting details of how the proxy votes held by RCN Council members were cast will be published on the RCN website or other appropriate communications channels.