



Professional Speaking Association: Annual General Meeting (AGM) Policies, Procedures and Protocols

Introduction

This document outlines the policies, procedures, and protocols for the Annual General Meeting (AGM) of the Professional Speaking Association. It includes a glossary of terms, a table of contents, and detailed information on preparing for and conducting the meeting.

These arrangements are made for the 2023 AGM as provided by Clause 23 of the current articles of association. Topics covered include amending resolutions, the role of the chair, handling disputes, approving association accounts, and proxy voting.

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Author: Joanne Lockwood

AGM Preparation

1. Formal AGM Notice Period

The notice for the Annual General Meeting (AGM) will be issued to all members of the Professional Speaking Association at least 56 days (8 weeks) prior to the scheduled date of the AGM. This will ensure adequate time for members to plan their attendance, submit reports, propose resolutions, and any other relevant preparation for the AGM.

2. Formal Presentation of the Agenda

The formal agenda of the AGM will be sent to all members at least 14 days prior to the meeting. This will include any special business, proposed resolutions, reports to be presented, and any other relevant information together with minutes of the previous AGM.

3. Submission of Reports

Reports from the board, committees, and any designated office-bearers should be submitted to the Association Secretary (secretariat@thepsa.co.uk) no less than 30 days prior to the AGM. This will allow time for the distribution of the reports to members at least 14 days ahead of the AGM.

4. Submission of Resolutions

Proposed resolutions must be submitted to the Association Secretary no less than 30 days prior to the AGM. These proposed resolutions must be seconded by at least one other member. This allows for them to be included in the AGM notice to be sent to all members at least 14 days prior to the meeting.

The resolution should be accompanied by a “motivation statement” by the Proposer of no more than 500 words detailing the reason for their proposal and why it should be adopted. In addition, the Secunder can contribute up to 250 words.

These statements will accompany the resolution in the notice and agenda sent to members.

5. Conflicting Resolutions

If a resolution is adopted, rendering a following resolution on the order paper irrelevant or superseded, the Chair, with the consent of the AGM, has the authority to remove it from the agenda.

6. Registration and Attendance at AGM

All paid up members are entitled to attend the AGM. The AGM itself is free to attend. To ensure sufficient seating capacity and refreshments at the meeting, attendees are strongly encouraged to register in advance. Members can register on the day, and their membership status will be verified.

Non-paid-up members, and guests, including those from other associations, do not have the right to speak or vote, but with the permission of the AGM, through the Chair, may attend as observers.

Those people who are working for the association, such as representatives of the venue, the association staff, headquarters team or professional advisors will be permitted to attend in the performance of their duties, without the right to vote.

An on-line/hybrid model for attendance may be provided and details of this and the attendance process will be notified to all members. It should be noted that voting for all members, including those physically present at the meeting, will be through electronic polls or voting when there is a hybrid meeting in session.

The formal notice of the meeting will contain details of the time, date, and venue together with any arrangements for a hybrid meeting.

AGM Procedure

1. Proposing and Seconding

For a resolution to be put forward at the AGM, it must be proposed by one member and seconded by another member. The proposer and the seconder shall have the right to speak in support of the resolution during the AGM. Both the proposer and seconder must be in attendance to move the resolution to the AGM.

2. Speaking on Propositions and Amendments

All members have the right to speak on any propositions or amendments at the AGM. Members who wish to speak should notify the Chair, who will call upon them to speak in the order they have signalled their intent.

The Proposer may speak for up to 5 minutes, while Seconders may speak for up to 3 minutes. Other members who wish to speak may do so for a maximum of 3 minutes. Each member is entitled to speak only once on a motion, except for the 'Right of Reply'.

3. Right of Reply

The proposer of a resolution or amendment shall have the right of reply immediately before a vote is taken and may speak for a maximum of 3 minutes. The right of reply is intended to answer questions or comments raised during the discussion and no new information should be introduced. No further discussion will be taken on the resolution or amendment after this point.

4. Withdrawal of Resolutions and Amendments

Both the Proposer and Secunder have the right to withdraw their resolution or amendment up until the point where voting has commenced.

5. Tellers and Scrutineers

Tellers are appointed at the AGM to count votes. They should be independent and, ideally, should not be members directly involved in the resolutions being proposed.

Scrutineers are responsible for overseeing the voting process to ensure it is conducted fairly and according to procedure. They confirm the results reported by the tellers.

6. Voting Methods

Voting at the AGM can be conducted by a show of hands, electronic poll or by secret ballot. A vote by show of hands is typically used for routine matters while a secret ballot is used for more sensitive issues or when a member requests it. In a hybrid session, electronic polling will be used exclusively. The electronic polling data will remain confidential, with only the appointed tellers and scrutineers having access.

7. Destruction of Voting Slips or Electronic Poll Data

At the end of the AGM, the Chair will seek consent from the delegates to dispose of all electronic poll data and physical voting slips. With the collective approval of the AGM, the responsibility for carrying out this task will be immediately assigned to the Tellers and Scrutineers

8. Attendance and Quorum

All members are entitled to attend the AGM. A quorum for the AGM shall be 20 members. If a quorum is not reached, the meeting shall be adjourned and rescheduled. If at the rescheduled AGM a quorum is still not reached, the members present shall constitute a quorum.

9. Minutes of the Meeting

The Association Secretary, or another individual appointed for the task, will be responsible for recording the minutes of the AGM. These minutes will include specifics such as the actions to be undertaken, the outcomes of decisions on resolutions, and an overview of the business discussed. All members will receive these minutes within 30 days after the meeting, and they will be formally ratified at the subsequent AGM.

10. Adjournment

The Chair may, with the consent of the meeting, adjourn an AGM from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

Amending and Voting on Resolutions

1. Proposal of Amendments

Amendments to resolutions may be proposed by any member at the AGM. The amendment must be relevant to the resolution and may not negate the resolution's intent. The proposed amendment must be submitted in writing to the Chair and read out loud to all members present. Amendments, where possible, should be submitted to the Association Secretary in writing at least 48 hours prior to the meeting for the Chair to consider the agenda timing and plan accordingly.

2. Seconding Amendments

Like the main resolution, an amendment also needs to be seconded by another member for it to be considered and accepted.

3. Debate on Amendments

Once an amendment is proposed and seconded, there will be an opportunity for members to debate the proposed amendment. The process will follow the same order as the main resolution: first, the proposer and seconder of the amendment speak, followed by other members.

4. Right of Reply on Amendments

The proposer of an amendment has the right to reply immediately before the vote on the amendment is taken. This right of reply should be used to address questions or concerns raised during the discussion, with no new information introduced.

5. Voting on Amendments

Once the debate concludes and the proposer exercises their right of reply, a vote will be taken on the amendment. This can be done through a show of hands, electronic poll, or by a secret ballot, depending on the significance of the amendment and the preference of the members present. The amendment will be carried if it receives a simple majority of votes cast (i.e., more votes in favour than against).

6. Effect on Main Resolution

If the amendment is passed, the main resolution will be modified according to the approved amendment, and this becomes the substantive motion. If the amendment fails, the original resolution will stand as it was initially proposed.

7. Further Amendments

Additional amendments may be proposed and considered one at a time. Each subsequent amendment must be proposed, seconded, debated, and voted upon in the same manner as the first amendment.

8. Voting on Main Resolution

After all proposed amendments have been considered and voted upon, the final vote will be taken on the main resolution as amended. If no amendments were proposed or passed, the vote will be on the original resolution. The resolution will be carried if it receives a simple majority of votes cast. If there is a tie, the Chair has the casting vote.

The Role of the Chair

1. Overview

The meeting Chair plays a crucial role in facilitating the Annual General Meeting (AGM) and ensuring that the meeting's business is conducted in a smooth, efficient, and fair manner.

The Chair's responsibilities are multifaceted and require a strong understanding of the Association's constitution, policies, procedures, and protocols, along with sound decision-making and effective interpersonal skills.

In carrying out these responsibilities, the Chair will aim to promote an atmosphere of respect, cooperation, and mutual understanding. By ensuring that the AGM is well-organised, democratic, and inclusive, the Chair shall play a crucial role in the effective governance of the Professional Speaking Association.

2. Meeting Oversight

The Chair is responsible for overseeing the AGM and managing the agenda. This includes calling the meeting to order, introducing agenda items, and moving the discussion from one item to the next in a logical and timely manner. The Chair will ensure that the meeting proceeds in an orderly fashion and adheres to the set time frame, while ensuring that all items on the agenda are covered.

3. Ensuring Member Participation

A key role of the Chair is to ensure that all members have the opportunity to speak and participate in the AGM. The Chair must encourage open, respectful, and balanced discussion. This means ensuring that all members wishing to speak are given the opportunity, and that no individual or group dominates the discussion. The Chair must also ensure that all participants adhere to the meeting's rules of conduct.

4. Procedure Compliance

The Chair is responsible for ensuring that all procedures and protocols as outlined in the Association's constitution and this policy document are properly followed. This includes ensuring that proposed resolutions and amendments meet the required criteria, and that voting procedures are correctly followed.

5. Casting Vote

In the event of a tie on any resolution or decision, the Chair has the casting vote. This means that the Chair can cast a vote to break the tie, thus making a final decision. This casting vote is typically in addition to the Chair's own vote as a member of the Association, if applicable.

6. Discretionary Powers

The Chair has the right to move the meeting along and may disallow propositions or business they do not deem relevant to the meeting. This discretionary power must,

however, be used judiciously and fairly. If the Chair decides to disallow a proposition, they must clearly explain their rationale for doing so, and this rationale should be grounded in the Association's constitution, the AGM's agenda, or the rules governing the meeting. This explanation ensures transparency and helps to maintain the confidence of the members in the Chair's decision-making.

7. Point of Order and Dispute Resolution

The Chair has the responsibility to decide on Points of Order raised by members during the meeting, ensuring the rules and regulations of the meeting are upheld. The Chair may consult with other board members, review the Association's constitution or bylaws, or take legal advice if required to make a decision. The Chair also plays a key role in dispute resolution during the meeting. This may involve mediating discussions, clarifying misunderstandings, or making final rulings on contested issues.

8. Meeting Closure

It is the Chair's responsibility to close the AGM. The Chair should summarise the key decisions and actions agreed upon during the meeting, thank all attendees for their participation, and formally announce the adjournment of the meeting.

Points of Order and Disputes of Process

1. Raising a Point of Order

Any member who believes that a mistake has been made in the order of business, in following the meeting's rules, or that a speaker is not following the agreed agenda or is speaking out of turn, may interrupt the proceedings by raising a "Point of Order".

2. Procedure for Point of Order

Once a Point of Order is raised, the member making the point should be given the opportunity to explain their concern. This should be brief and focused specifically on the alleged error in procedure or order.

3. Role of the Chair in a Point of Order

The Chair has the responsibility to decide on Points of Order. They may consult the association's rules or bylaws, other members of the Board, or the Association's legal advisor if one is present, before making a ruling.

4. Chair's Decision

The Chair will make a ruling on the Point of Order. They may rule that the point is well taken, and the error will be corrected, or that the point is not well taken, and the meeting will proceed as before. The Chair's decision on the Point of Order is final.

5. Challenging the Chair's Ruling

If a member disagrees with the Chair's ruling on a Point of Order, they can raise a "Challenge to the Chair". If seconded, this will usually require the Chair to step down temporarily while the challenge is debated and voted upon by the members present.

6. Dispute of Process

Disputes of process that go beyond Points of Order, such as concerns about bias or fairness in how the Chair is managing the meeting, should also be brought to the attention of the meeting as soon as they arise. The procedure for addressing these disputes will follow a similar process as for Points of Order.

The Association's Financial Affairs

1. Presentation of Accounts

The Finance Director will present the Association's "independently verified" annual accounts and the proposed budget for the upcoming year at the AGM. The association's financial year runs to June 30th.

2. Discussion of Accounts and Budget

After the presentation, the Chair will invite questions and discussion about the accounts and budget. All members have the right to ask questions, seek clarification, and discuss aspects of the accounts and the proposed budget.

3. Amendments to the Proposed Budget

It is generally not practical or advisable to accept amendments to the proposed budget at the AGM. The budget is typically a complex document prepared by the Treasurer or a finance committee who have detailed knowledge and understanding of the Association's financial position and commitments.

Therefore, in-line with common practice the Chair will seek only approval or rejection of the proposed budget as a whole and will not accepting amendments from the floor of the meeting. Feedback from the members during the discussion may be considered by the Treasurer or finance committee when finalising the budget for the next year.

4. Approval of Accounts and Budget

After the discussion and any clarification are concluded, the Chair will call for a vote to approve the accounts and budget. The accounts and budget will be approved separately.

Each will be approved if a simple majority of members present vote in favour. The Chair will have the casting vote in case of a tie. If either the accounts or budget is not approved, the Treasurer or finance committee will revise the document(s) based on the feedback from the AGM and may need to call an Extraordinary General Meeting to get approval.

Ratification of Directors

Directors appointed or seconded by the Board during the year must be ratified by the membership at the AGM. The process for ratifying directors is as follows:

1. Notification of Appointments

The Board must notify the membership of any directors appointed or seconded during the year, along with a summary of their qualifications and experience.

2. Objections

If any member has an objection to the appointment of a particular director, they must notify the Board in writing at least 30 days prior to the AGM. The objection should include specific reasons why the appointment should not be ratified.

3. Discussion and Vote

At the AGM, the appointment of each director will be formally proposed by the Chair on behalf of the board, no seconder will be required, and then discussion will be opened. Members may ask questions and seek clarification about the qualifications and experience of the director. If there are no objections, the appointment will be ratified by a simple majority vote of the members present.

4. Voting on Objections

If an objection has been raised, the appointment will still be proposed, and discussed. However, a separate vote will be taken on whether to ratify the appointment. The objection must be specific and grounded in the Association's constitution, policies, or byelaws. If the objection is upheld by a simple majority vote of the members present, the appointment will not be ratified.

This process ensures that the membership can review and ratify all new directors, fostering transparency and democratic decision-making.

Vote of No Confidence

1. Proposal of No Confidence

A member may propose a vote of no confidence by submitting the motion in writing to the Association Secretary at least 48 hours prior to the AGM. The proposal must be clear in its intent and state whether the vote of no confidence applies to the Chair, the entire Board, or an individual Board member.

2. Seconding the Proposal

As with any other motion, a vote of no confidence needs to be seconded by another member. If the motion is not seconded, it cannot proceed.

3. Discussion and Debate

Once seconded, a period of open discussion and debate will be allowed. The member who proposed the vote should be allowed to state their reasons. This should be followed by responses from the person or people the motion is directed towards, as well as input from other members.

4. Conducting the Vote

The vote will be conducted by secret ballot.

5. Outcome of the Vote

A simple majority is typically sufficient for a vote of no confidence to pass. If the vote passes, the Chair or Board member(s) in question will usually resign immediately. If the entire Board is subject to the vote, a new election process may need to be initiated to replace the Board.

It's important to note that a vote of no confidence is a serious matter and will have a significant impact on the organisation. It should therefore be used sparingly and only when there are serious concerns about the competence or integrity of the Chair or Board.

Glossary of Terms

AGM: Annual General Meeting.

Board: The governing body of the Professional Speaking Association.

Casting vote: The deciding vote made by the Chair when there is a tie.

Disputes of process: Disagreements about the procedures followed during the meeting.

Point of Order: A concern raised by a member about a mistake made in the order of business or in following the meeting's rules.

Procedure: The set of steps and protocols to be followed during the AGM, as outlined in the Association's constitution and policies.

Proxy voting: The process where a member appoints another member who will attend the meeting to vote on their behalf.

Quorum: The minimum number of members required to be present at the AGM in order for the meeting to be valid.

Resolution: A proposal put forward for discussion and decision during the AGM.

Right of reply: The right of the proposer of a motion or amendment to speak for a set amount of time immediately before a vote is taken.

Scrutineers: The individuals responsible for overseeing the voting process to ensure it is conducted fairly and according to procedure.

Seconding: The process of supporting a resolution or amendment proposed by another member.

Teller: The individuals appointed to count votes during the AGM.