



Community Benefit Society **Secretary Guidance**

Detailing the role and responsibilities of the Society Secretary at Supporters Trusts registered as “Registered Societies” or “Community Benefit Societies.” Under the Cooperative and Community Benefit Societies Act 2014.

Contents

1	Who is the Secretary	Page 2
2	Responsibilities of a Secretary	Page 2
3	Appointment of the Secretary	Page 3
4	Being a Secretary	Page 4
5	Delegation of Duties	Page 6
6	Core Corporate Governance Responsibilities and Best Practices	Page 7
	6.1 Membership Communications	Page 8
	6.2 Financial Matters	Page 9
	6.3 Constitutional	Page 10
7	Additional Duties	Page 11

Appendix

1	Trust AGM excluding Election of Board Directors procedure	Page 12
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1 Who is the Society Secretary?

Every Registered Society or Community Benefit Society must, by law, have a Secretary, so a Supporters' Trust or Sports Club Community Mutual must have one.

The Society Secretary is an essential part of the team and acts as the organisation's guardian. The Secretary has the key role of monitoring the trust's affairs and ensuring that matters are dealt with in accordance with the Rules, legislation, SD policies, good practice and to the benefit of the Members and community.

Note that legally, no-one under the age of 16 may be an officer of the Society and that includes the Secretary.

The title of the Secretary should be Society Secretary and not Company Secretary, which can cause confusion because Supporters' Trusts and Sports Club Community Mutuels are not companies; they are governed by the Cooperative and Community Benefit Societies Act 2014 and not the Companies Acts, although in many respects, a Secretary of a Society and a company perform very similar roles within each of their respective organisations.

2 Responsibilities of a Secretary

The Secretary is there to give impartial advice, follow best practice and good governance and to act in the best interests of the Society. The Secretary receives the Trust communications and is responsible to the Society Board, and between Board meetings, to the Chairman of the Trust.

The Secretary protects the members' interests and ensures that the constitution is followed properly and that the organisation is functioning properly. The Secretary should be the most familiar with the constitution to enable advice to be given to the Board and any issues about interpreting the constitution should always be resolved after hearing the advice of the Secretary first.

The Secretary should be the primary contact for Members and external organisations on behalf of the organisation, although many trusts and clubs also appoint a Board Member to be the Press Relations Officer. The Chair could also be the primary contact if preferred. Ultimately, what works for each Trust might be different.

If the Secretary is of the opinion that the Society is not acting in the best interests of the members then they must remedy the situation. Obviously this can sometimes put the Secretary in a very difficult situation. The Secretary is able to use Society funds to get professional advice and can also write to all members voicing concerns if their opinion is that bad decisions are about to be made, have been made or that the rules are not being followed correctly. Obviously, the last of these is a drastic step, and this should be treated as a last resort after attempts to resolve the matter within the Board have failed.

Supporters Direct provides its members with access to a legal helpline where they are entitled to 30 minutes of free legal advice on each given issue, to deal with legal queries and problems. The





Secretary should be the trust representative to approach SD and the legal helpline when necessary.

Under the law governing Community Benefit Societies, the members are the most important people. The Society belongs to them, so the Secretary's responsibility is to them, not the Board. The Board act in the name of the members, but where the Secretary feels that the Board is acting less in the interests of the trust than of members', then they must act.

If the Secretary writes to the members, members then have two choices outlined by the Secretary in the communication. Members can ignore the advice, or they can take the action they are entitled to under the Constitution, such as calling a meeting to stop the board, or holding the board to account. As the members are the most important, if they choose not to worry about the issue, or take no action, then the law views that the Secretary has discharged their responsibility and can not be held accountable for what follows.

3 Appointment of the Secretary

Supporters trusts and Sports Clubs have often appointed someone who either works as a company secretary or who is retired from that job, as that person has the co-ordination and organisational skills needed. Others have appointed those with more of a legal background.

Although the Secretary attends Board meetings, and is appointed by the Board, they have a slightly different position. As they may be called upon to remind the Board when they're making an error, or in some cases, countermand the Board and communicate with members, it's better if they don't have a vote at Board meetings, so they aren't compromised in any way. As their role is one of giving advice, the essential skills needed mean that it **is SD recommended practice that the Secretary is appointed by the Board rather than elected by members.**

Whilst the FCA (Financial Conduct Authority) do not have to be informed if the Secretary changes, it is recommended best practice to notify both the FCA and Supporters Direct of a change of name. If this change has any effect on the registered address for communications (See Core Responsibilities below) the FCA will definitely need to be informed via their prescribed forms.

If the Board thinks one of them can do the job, then they can appoint them, but we advise Societies to let members know that there is a vacancy, and see if anyone in membership could do the job. Societies should circulate a brief job specification so people can see what the role entails and whether they have the skills to do it ([SD Secretary role profile](#)) The Board can then look at the applications they receive and decide.

The actual appointment is by means of a resolution approved by a majority of Board members voting at the meeting. To remove a Secretary, a resolution must be passed by the majority of the Board.



4 Being a Secretary

The Society Secretary has many statutory duties and it is good practice to develop a calendar of events to ensure that the responsibilities are discharged. Duties can be broken down into;

- **Ongoing**
- **Annual**
- **Occasional**

Ongoing

Record keeping - Records should be kept of:

- Meetings, agendas and minutes. All board meetings and general meetings (See section 5.)
- Filing, submitting and registering documents at the FCA and SD - including partial rule amendments, annual returns, SD Membership survey (See sections 5.2 and 5.3)
- SD Side Policies as agreed by the society such as the Election Policy, Board Membership and Conduct Policy, Disciplinary Policy and Standing Orders for General Meetings and Standing Orders for Board Meetings as approved first by a general meeting of the society (see Section 5.)
- Registers – Board members, members register and share register as required by the Cooperative and community benefit societies Act 2014 and available for inspection at any time.
- Action plans and business plans prepared on behalf of the society.
- Calendar of events.
- Calendar of secretaries' event dates e.g. Date of AGM and relevant dates for procedural steps.

Each society should have a file which has all the relevant documents needed by the Secretary. These will include:

- The rules of the Society (and any registered amendments)
- Forms sent to the FCA (keep copies for file purposes)
- Annual Accounts from the previous three years (the most recent to be on display within the registered office)
- Register of Board Members and their interests.
- Minutes of meetings and agendas.
- Register of Members and Ordinary Share Register (these can differ when members do not renew their membership as the share in the society reverts back to the trust and can be re-issued to a new member)
- Copies of all correspondence sent on behalf of the society.
- Any other important relevant document such as the result of searches of the Land Registry and Companies House.
- Updating register of board members' interests.

Annual

The AGM (and other meetings)

- Know what's involved in the AGM (Appendix 1)
- Know how to call the AGM or a meeting.
- Structure how the meeting is conducted.
- Details contained within the calling notice and calling periods.
- Ensure members have the chance to submit motions.
- Arrange proxy and postal votes.

Elections

- Working knowledge of the election process.
- How to solicit nominations from the members.
- Put together and distribute the ballot paper in accordance with the Election Policy.
- Manage complaints process.

The Annual Return and Accounts

- Know how to complete annual return and AR30.
- Knowledge of the consequences of not complying with submission of AR30.
- Management of accounts.
- Time management of the auditor should one be required.

Occasional

- Rule changes and the FCA (see section 5.3)
- Deal with enquiries from members to inspect documents (see Section 5)
- Dealing with member requested meetings as well as those called by the Board including open forums and events.
- Managing suggestion box.
- Watching postings on message boards for any society related content (positive or negative)

Managing meetings

- **Board meetings** – Manage the whole process. Prepare the Agenda and check with the Chair and Board Members for items, and ensure that any additional documents are circulated before hand. Check the venue, accessibility, availability, confidentiality, disturbance potential, noise levels. See the SD Standing orders for Board Meetings <http://supporters->

[direct.coop/wiki/index.php?title=Standing Orders for Society Board Meetings 2011](http://direct.coop/wiki/index.php?title=Standing_Orders_for_Society_Board_Meetings_2011)

- **General meetings** – Manage the whole process. Consult the Board members on the Agenda items. Consult the membership for motions to the AGM. Check accessibility and note SD Model Rules around Rule 35. For meetings generally, note SD Model Rules around 28. To 48.. Prepare all documentation including voting cards issued to Members. Again use the SD Model Standing Orders for General Meetings [http://supporters-direct.coop/wiki/index.php?title=Standing Orders for General Meetings 2011](http://supporters-direct.coop/wiki/index.php?title=Standing_Orders_for_General_Meetings_2011)
- **Elections** – Manage the whole process in consultation with the Election Working Committee. Prepare the nomination for election form, check and collate candidate's addresses (manifestoes), prepare ballot papers and/or voting cards (or show of hands). Use the SD Model Election Policy [http://supporters-direct.coop/wiki/index.php?title=Election Policy 2011](http://supporters-direct.coop/wiki/index.php?title=Election_Policy_2011).

Good practice would be to make the meetings lively, interesting and of a reasonable time length. Open forums, suggestion boxes and perhaps fundraising activities may lighten the meeting.

5. Delegation of Duties

Being a Secretary, as with other positions of the Board, is time consuming and at times can be onerous. The Secretary does not have to undertake all of the tasks personally and can delegate duties such as membership to a specific Membership Secretary or membership team, or production of a newsletter to a publicity team who keep members informed. The Secretary can also have an associate secretary to help deal with issues and attend meetings. If the Secretary does delegate and/or have an associate secretary they are still ultimately responsible for all the Secretary's responsibilities by law and under the Rules. The Secretary must ensure that anyone undertaking delegated duties completes them correctly and within the boundaries of the constitution (do not act *Ultra Vires* – ie. outside of the powers of the Society Board).

So, if a Society did delegate production of the newsletter to another group, they can produce it but the Secretary should have sight of the final draft to check it is OK. With membership, it is impossible for the Secretary to oversee all the work of a membership secretary, but they should have an agreed system in place by which memberships are processed, and regularly check that the system is being followed.

The Secretary is responsible for compliance and is therefore liable to prosecution under the CCBS Acts if all reasonable steps have not been taken to comply with legislation and the Society's Rules and any breaches remedied as quickly as possible.

6. Core Corporate Governance Responsibilities and Best Practices

Requirements	Details
Summon and attend all Board and General meetings	<p>The Secretary must summon and attend all board and general meetings.</p> <p>The Society Rules list exact requirements such as sending notices and documentation to members at least 7 days in advance for a Board meeting and 14 days in advance for a General meeting. Documentation should include opportunities for members to be involved in meetings by way of submission of motions and appointment of proxies to vote on their behalf.</p> <p>Adopt and follow the SD Model Standing Orders for Board Meetings http://supporters-direct.coop/wiki/index.php?title=Standing_Orders_for_Society_Board_Meetings_2011</p>
Maintain the Minute book	<p>The Secretary should ensure the Minutes of all meetings are taken and the Chair of the meeting should sign the approved Minutes once agreed. All meetings must be minuted and kept in a safe place (including the registered office), and should be available to members, usually on the website.</p>
Keeping the register of Board members	<p>This can be in electronic form but a hard copy should be printed off and kept at the Registered Office. The register should have</p> <ul style="list-style-type: none"> • the name of each board member • their office held (i.e. Chair, Treasurer, Co-optee or Board member) • their Address and other contact details • their membership and share number • the date they were elected or co-opted and ceased office or resigned • the date they ceased to be a member of the Board. • any declared interests <p>This is best done using InTouch the tailor made membership tool developed by Customers Really Matter. Contact a member of SD staff for more details.</p>
Board Membership and Conduct Policy	<p>In the interests of best practice the Society Secretary should ensure that the Board has a membership policy as early as possible. The board membership policy can clarify the positions of co-optees and non-voting members. If the 2011 or later Model Rules are used the Society must use the SD Model Board Membership and Conduct Policy http://supporters-direct.coop/wiki/index.php?title=Board_Membership_and_Conduct_Policy_2011</p>
Insurances and indemnities	<p>The Secretary should ensure that the board members appreciate that they have various duties and responsibilities to the Trust whether or not their role is in an executive capacity. This would apply where it can be established that board members are in breach of these fiduciary duties, and under these circumstances, they may be personally liable to the trust for any loss caused to the Trust by their actions.</p> <p>The Secretary should ensure that Board members review with their insurance brokers what insurance cover should be taken out in respect of the trust's activities. It is the Board's responsibility to affect any insurance policies.</p>
Election Policy and working Committee	<p>Ensure that the trust has a policy for running elections and that the policy meets the requirements of SD Best Practice. They are responsible for ensuring that all elections are held democratically and in accordance with the Election Rules [SD Website documents] and they should be a member of the team of people running the election.</p>

6.1 Membership Communications

Requirements	Details
<p>Copies of the constitution to members</p>	<p>All members should have access to a copy of the trusts' rules, because each Member agrees to be bound by them when they join the trust. By law a charge of £5 can now be made but may not be good public relations for the trust. The easiest way for Members to have a copy is to upload the constitution onto the trust's website and advise members where to find it. The Secretary should ensure that the copy on the website is up-to-date and includes any amendments passed by the trust. You can also send the Rules in a pdf format to members via email or another way of members accessing the Rules would be to have a hard copy available for inspection at the registered office and also on a matchday.</p>
<p>Keeping the register of Members</p>	<p>This can be in electronic form but a printed version should be kept available for inspection by a Member of their own details at the registered office. The Secretary ensures that the register cannot be tampered with in any way. The register should contain the following information:</p> <ul style="list-style-type: none"> • <i>name</i> • <i>membership number</i> • <i>share number</i> • <i>date registered</i> • <i>date membership ceased</i> • <i>number of shares held</i> • <i>postal and email addresses and any other relevant contact details including a note of the Members preferred form of communication</i> • <i>renewal date</i> <p>Remember the first four members of the Society were the four people who signed the Rules and so these must be in the register to begin with, but can be removed if they don't renew in subsequent years. A duplicate register is also to be kept at the registered office which includes the same information except for the number of shares held and the loan stock held by each member and can be wholly inspected by members.</p>
<p>Share Certificates and Register of Shares</p>	<p>Each member should receive a share certificate for their share in the trust. The Share certificate must contain the following information:</p> <ul style="list-style-type: none"> • <i>The name of the Society</i> • <i>"Share Certificate"</i> • <i>(name of member) is a member of (name of trust) and is bound by the society rules</i> • <i>Share Number and Date issued</i> • <i>The signature of two Board members usually the Chair and the Society Secretary</i> <p>(Name of trust) is registered as a "registered society" with the Financial Conduct Authority – Registered Number: XXXXXXR</p> <p>The Secretary maintains a Share Register listing the share certificate number, name, address and membership number of each Member who is a shareholder. Members under the age of 16 cannot hold a share in the Society. It isn't a legal requirement to supply a share certificate to each member but it is good practice and recommended by Supporters Direct.</p>
<p>Co-ordinate the publishing of information to members</p>	<p>Trusts must keep their members informed of what is going on. Most trusts do this by way of website, regular emails, newsletters and regular general meetings (Special General Meetings around Rule 30).</p>

6.2 Financial Requirements

Requirements	Details
Financial Year End	<p>Trusts will usually have a year-end stated in their rules, but if this is inconvenient and their rules, but if this is inconvenient and the Trust would rather have a financial year that reflects their “actual” year (for example the football season tends to be the driving force behind the annual calendar of events) then the Trust has to apply to the FCA to change the year-end. If the year-end is stated in the rules, then these need to be changed at a General meeting before the FCA can approve the change. Once the date has been changed by way of a Rule amendment following the LRO of January 2012, it must not be changed again for at least 5 calendar years. Such a change must also not be to a date more than eighteen months after the original date stated in the rules.</p> <p>The Secretary ensures that the trust AGM is held within six months of the year-end (around Rule 28) and the audit or Independent Examiner’s Report, as passed by the AGM is to be filed with the annual return with the FCA within seven months of the financial year end.</p>
Ensuring auditors or Independent Examiners are appointed	<p>An auditor needs to be appointed within 3 months of registration of the new supporters trust (Rule 92.a). The pre-2011 Version SD Model Rules and the 2011 Version Model Rules for Sports Club Community Mutuals require a full audit to be carried out. However, the 2011 Rules for a supporters trust (Supporters Community Mutual) enables supporters trusts to benefit of an exemption from a full audit allowed by the current threshold of turnover contained in the current Supporters Direct Membership Rules [SD website - documents] then, the relevant resolution must be passed by the required percentages of those members in attendance or entitled to vote at an AGM voting for and against the motion. This particular rule amendment must be revisited each year at the AGM. If your trust still requires a full audit and the turnover threshold is below the SD limit, you can find the prescribed wording for the motion and the rule amendments in the appendix of the Independent Examination document on the SD website.</p>
Balance sheet and auditors report	<p>These should both be kept physically on display at the registered office and available to members.</p>
Paying FCA periodic fees	<p>The FCA issues annual fees, called Periodic Fees (Unauthorised Mutual Societies Registration) Instruments which are revised each year commencing in June payable for the period 1 April to 31 March. These cover all activities throughout the year such as registering partial or full amendments, filing annual returns and changes to registered address or name of the society. They are currently set irrespective of whether they are paid by direct debit, credit transfer (BACS/CHAPS), cheque, switch or by credit card (Visa/Mastercard only). (Note: credit cards attract an additional 2% of the sum paid). There is no longer any discount if paid by direct debit. The periodic fees payable by Registered Societies are available on the FCA website, Mutual Societies pages. The FCA invoices are sent in September but if not received by 30th September, contact a member of the fees team via. a link on the FCA website.</p>
Submitting annual returns	<p>The FCA no longer send out the annual return in advance of its due date to the registered address, instead, it must be downloaded from the FCA website. The date of the submission of the return will depend on the date of the society’s year end. The deadline is no later than 7 months from that date. The FCA do not submit reminders and a trust is liable for prosecution if the return is not submitted in time.</p> <p>The FCA’s information note regarding the return, outlines the correct procedures and is revised annually. Check the FCA website before completing it, as the forms may have changed since the last time the trust filled in a return. They should appear here at Annual Return for societies registered under the Cooperative and Community Benefit Society Act 2014.</p>

6.3 Constitutional

Requirements	Details
Name of Society	<p>When the supporters trust was first registered, the name chosen will have been in accordance with Cooperative and community benefit society act 2014 and reflected the business of the Society i.e. Trumpton Rovers Supporters Society Limited. This would not include the word "Trust" but this word can be used in the more commonly used name for the trust i.e. Trumpton Rovers Supporters Trust or TRST. The registered name can be changed by resolution at a general meeting and using FCA Mutuals Change of Name Form, explaining that the change was necessary and that it would not be confusing or prejudicial to people having a claim on the Society.</p> <p>The registered name of the society should be on all electronic communication, website, social networking pages, blogs, letterheads and used in all official documentation along with the registration number. All official documentation, such as emails, letterheads and compliments slips should have the following:</p> <ul style="list-style-type: none"> • The name of the Society • Website, email, Facebook, Twitter etc. address • The registered address and other postal contact details • It should also say 'Registered in England and Wales as an Industrial and Provident Society with the Financial Services Authority • The registration number
Registered Office	<p>A notice of any change in the situation of a society's registered office shall be sent to the Financial Conduct Authority. This cannot be a PO Box. It should be the address of the Secretary or Treasurer or could be a firm of Solicitors or Accountants or any other business address for example, could be a Co-operative Society trading address. The registered address can be changed using FCA Mutuals Change of Address Form, however, the FCA must always have the correct address as they use this address for important communications and it is where they will send all documents relating to the trust's legal situation. Use the Change of Registered Office Form from the FCA website.</p>
Seal	<p>The 2016 SD Model Rules include an option for the Society to have a sealing instrument, however, The Co-operatives and Community Benefit Societies Act 2003 removed the need for Trusts to have a seal. Check your Rules as to whether a seal is required or not. If your Society use the pre-2011 SD Model Rules and the Board wish to remove the need to have a sealing instrument you will need to delete the clauses referring to a seal in your constitution. These are rules, 26g, 30f, 76, 112 and 120 (subject to alteration as to exact rule numbers within your own Rules). As with all partial rule amends a motion must be passed by a general meeting of members and then the appropriate FCA form completed.</p>
Registering partial amendments	<p>Societies can amend their rules, but it's important to recognise that this is not as simple as it would be in, say, a supporters clubs, where members just pass any changes, which then immediately come into effect.</p> <p>Amendments must normally be agreed by resolution at a General Meeting of members (certain must be resolved at an AGM and revisited at each AGM thereafter) before they can be registered. After that, the amendment must be approved by the FCA, who will write to the trust's registered office either confirming or rejecting the change. Until it is approved by the FCA, the change is not operational, so trusts can't act as if the rule was changed until the FCA confirm that they have registered it. In the context of the Acts, the FCA have ultimate responsibility to sanction any changes to the Rules.</p> <p>A partial amendment of rules is when the current rulebook remains registered, but some rules are altered, added or deleted (rescinded). Partial amendments are handwritten into</p>



	<p>the original copy of the Society’s rulebook. The appropriate FCA Form must be fully completed and these can be downloaded from the website. It is essential that the notes “filling in the form” are carefully read and followed, that Part 2 of the form is properly sworn and that the Appendix 1 – Part 1 completed. A supporters trust is a benefit of the community society and benefits are available also to those not members of the society. The special reasons for being a community society are that the society’s democracy is protected within the Community Benefit Society structure. The FCA will not register rule changes that conflict with the requirements to operate for the benefit of the community. Community mutuals offer opportunities for partnership. A robust constitution for the society which is inclusive, transparent, affordable and not for profit. The categories of people benefiting from the society are, anyone who is a supporter of the Club or has an interest in the game of football and is sympathetic to the objects of the Society.</p>
<p>Registering a complete amend</p>	<p>This would be a complete replacement or writing of the old rules and substituting a new set of rules in their place. It can sometimes be easier to register a new set because detailing a large raft of changes can be cumbersome. However, this is a procedure that can have long-term implications for the Trust’s legal status and should only be done in conjunction with the advice and approval of Supporters’ Direct.</p>
<p>Dissolving the Society</p>	<p>Trusts can be wound up and cease to exist, but the procedure to be followed is quite detailed. Contact Supporters Direct if you need more information as we have written a guidance as to the steps to be taken in the form of a letter which we can send to you if the trust is no longer active and there is nobody willing to continue to run the trust.</p>

7. Additional Duties

- Development and training of Trust Board Members
- Trust representation at SD regional meetings, national conference and SD AGM
- Be aware of, review and monitor changes in law, FSA requirements and updates, SD policies and good governance procedures
- The Secretary must maintain a statement of other property such as members loans or loan stock and these must be kept at the registered office
- Maintain a register of particulars of all mortgages, charges and liens on the assets of a Trust (including any land holdings) must be notified to the FCA within 21 days along with a certified copy of the document creating the charge.





Appendix 1.

Trust AGM excluding Election of Board Directors

1. Ensure that the trust board election is carried out by an external (third) party following the Supporters Direct Election Rules Policy.
2. As soon as possible after the financial year end, send the accounts to the auditor or Independent Examiner.
3. Set the date of the AGM – within 6 months of trust financial year end (either set by FSA as 31st December or see your rules, around 86). Bear in mind day/evening of the week most likely to encourage members to attend. On a Saturday before a home match? Monday or Thursday evening or Sunday afternoon are good alternatives.
4. Find venue large enough for a reasonable number of members to attend (quorum 20 or 10% of members eligible to vote, rule 38 pre-2011 rules or 20 or 5% 2011 Rules.). Venue should be accessible for disabled members, easy to find and accessible by public transport with good car parking facilities. The venue should have a public address system if there is any likelihood of sound difficulties. Check for facilities such as power sockets, screen, extension leads, projectors. A separate bar area will help with noise levels.
5. Send initial notice of AGM to members. SD advice would be to send out Notice of meeting around 5 to 6 weeks in advance asking for motions from members to be submitted in say, 2 weeks. The trust rules actually state that the notice should be sent out at least 14 days before the meeting, rule 35. However, good practice would dictate much more notice to enable members who may be away from home for whatever reason to either attend or vote by proxy. Also give members plenty of notice to submit motions for debate. Allow 2 days for delays in post. Send as much documentation to members as possible electronically where members have indicated a preference on their application form or renewal form. The motion form should be drafted by the trust secretary to guide the members as to how to submit the motion and how many other trust members are required to second the motion and where to send the form (should be to the trust secretary). Provide a box for the member's signature, contact details, membership number.
6. The notice of the AGM should state the criteria for membership including eligibility to attend and vote. A deadline for membership of the trust should be set which could be the same as the deadline for submission of motions to the AGM or could be the date of the AGM itself. Be prepared for people with a grievance against the trust joining for a single issue and be very clear on the membership cut-off date.
7. Decide whether non-members can attend (but not vote at) the AGM. Can those non members speak? (this is different to invited guests who are generally invited specifically to speak and/or answer questions).
8. Before the submission of a motion deadline, the trust secretary should check through the motions received to check for validity. Has the member added their name, address and membership number, likewise the seconders. Is the motion clear? Is the motion legal? If the motion is invalid for some reason, then try to contact the member to advise them of the



deficiency and help them to rectify this and re-submit the motion in time for inclusion on the Agenda.

9. During this period of time, request written reports from board members and all other reports for inclusion onto the Agenda including chair's report, completed audit of accounts (or Independent Examiner's Report). Invite the auditor to the meeting and check that the person will agree to stand for re-election. Invite guests including Supporters Direct perhaps, if there is a contentious issue and the board need some back-up support and any speakers. Ensure the Minutes from last year's AGM are ready. Also any board proposed motions and amendments to the trust rules. Check with the trust board as to who is chairing the meeting and which board members will be attending and speaking. In case of illness or other last minute problem, remember to provide for substitutes.
10. Following the passing of the deadline, draft the Agenda to include a welcome and house keeping, apologies and Minutes from last year's meeting to be approved and any matters arising. Chair's report, secretaries report, treasurers report including audit, election of auditor, any other trust board member's report (supporters director to the club board, community, fundraising, heritage etc.). Motions for debate including rule amendments followed by any other previously notified urgent matters. These should only be real emergencies whereby the issue arose after the deadline for submission of motions and must have been notified to the meeting chair at the beginning of the meeting who can rule on the acceptability of the motion or can consult the rest of the trust board on the validity and urgency of the matter before it can be allowed onto the Agenda.
11. The Agenda should be posted to all members or sent electronically if the member has requested communications in this way at least 14 days before the meeting (see 3. above) together with all ancillary documentation (reports, audited accounts). Enclose a proxy form for those members who, for any reason cannot attend the meeting. Any member can be a proxy for up to 3 members but the trust chair can have an unlimited amount of proxies, rule 52). The proxy forms should be returned to the trust secretary by a date before the AGM, preferably at least 48 hours before the AGM and the forms should be checked for validity by the trust secretary. The result of the proxies should be confidential until the meeting itself. Ideally, an independent person who is not a member of the trust should oversee the counting of the proxy votes. Consideration should be made to supply addressed envelopes for the return of the proxy votes.
12. The trust secretary must check the membership register very carefully when posting out the Agenda to ensure that all eligible members are sent a set a documents.
13. Prepare voting cards and a clean membership register of those members eligible to vote (over 16). Ensure that spare copies of all paperwork are available at the meeting including some copies of the most up to date trust rules.
14. Appoint tasks for board members and volunteer members at the meeting such as checking the membership register at the door of the room and issuing voting cards to eligible members. If the trust secretary normally takes the Minutes of meetings, consider appointing a member to take the Minutes of the AGM as the trust secretary may be too involved with the proceeding of the meeting to be able to competently take the Minutes.
15. If the audit or independent examination of the trust accounts hasn't been completed in time for the trust AGM, then the AGM will have to be held in two parts. The trust should avoid this



situation but if it has to be, then inform the FCA of what is happening and obtain an extension of the time to file the accounts, as passed by the membership with them beyond the 7 months after the financial year end. It is important that the FCA be notified of any departure from the prescribed procedure in order to avoid the trust being fined. If the meeting is in two parts, the costs will increase due to additional paperwork, postage and room hire.

16. If the trust board election is being dealt with at the same time, the result of the election needs to be added to the Agenda with the announcement by the independent scrutineer.

