



Our voices ■ Our choices

Registered Office:

**22-24 Earl Grey Street
Edinburgh
EH3 9BN**

Charity number: SC 031619

Company number: SC 243492

Important information

Important information about Annual General Meetings

What is an Annual General Meeting (AGM) for?

This is a formal meeting when members get to hear reports from the Directors, elect or appoint Directors to fill vacancies, and appoint auditors. Sometimes there will be resolutions to vote on. Exactly what needs to be done, the process leading up to it, and who can do (or must do) what, is set out in legislation and/ or Inclusion Scotland's Constitution (Articles of Association). There must be a quorum – a minimum number of Full Members and their proxies attending - or this important meeting can't go ahead.

Who are Inclusion Scotland's members?

Inclusion Scotland has four partnership categories. These are defined in Constitution. They are:

- **Full Member:** This category is for Disabled People's Organisations (DPOs). These are organisations that are led by disabled people. That means that the majority of people on the governing body are disabled people. Full members have the right to vote at AGMs and to nominate people to stand for election to Inclusion Scotland's Board of Directors.
- **Associate Partner:** This category is for any individual who consider themselves to be a disabled person.
- **Affiliate Partner:** This category is for be open to disability organisations that are not Disabled People's Organisations who support Inclusion Scotland's objects and values.

- **Supporter Partner:** This category is for any other sort of organisation or non-disabled individuals who support Inclusion Scotland's objects and values.

Attending the AGM and Annual Conference

- **Who can attend the Annual General Meeting?** All partners from all categories can attend Annual General Meetings, but only Full Member Disabled People's Organisations can vote. But anyone who attends can ask questions.
- **What if we are a Full Member Disabled People's Organisation, we want to vote but we can't send someone from our organisation to represent us at the meeting?** If your organisation is a Full Member, you can appoint a proxy. This can be anyone. Complete the proxy form and make sure we get it before the day of the Annual General Meeting.
- **Who can attend the Annual Conference after the Annual General Meeting?** Partners from any category can attend this. If someone wants to attend who is not a partner of Inclusion Scotland, they need to become a partner first – before the day of the Annual Conference.
- **How do I book a place?** There's a booking form enclosed with this mailing. Places are limited to 300 so we recommend you return it as soon as possible.

You can also book through Eventbrite on this link:

<https://inclusionScotland2020agmandconference.eventbrite.co.uk/>

Or call Janice Sheridan on 0131 370 6725

Or email: janice@inclusionScotland.org

Nominations for election to the Board

- **Who can make a nomination for the Board of Directors?** Full Members have 7 places on the Board and can make nominations for vacant places for appointment at the Annual General Meeting. There are also 5 places on

the Board for Co-optees. Co-optees are appointed by the Board at a later Board meeting to fill any gaps that are identified.

- **Can Full Members nominate anyone?** Full Members must nominate disabled people. Nominees are expected to be an Individual Associate partner of Inclusion Scotland. The person you nominate does not have to be connected to your organisation. No Board Member represents their organisation. Every Board Member is there as an individual. Please make sure nominees understand what being on the Board entails and that they are able to commit the necessary time to this important role.
- **What do you have to do if you are on the Board of Directors?** You'll need to attend 4 Board meetings during the year, and you might also need to become a member of one or two subcommittees (Policy and Research, Resources). They also meet 4 times a year. Papers are sent out in advance so you can read them before the meeting and all meetings will be held remotely in the Covid-19 crisis.
- **How and when do Full Members make a nomination?** See the 'call for nominations' and the nominations form to be completed, with information about the deadline by when it has to be received. Just Full Members can nominate.
- **If there are more nominations than there are places on the Board, what happens?** If there are more nominations than there places available there will need to be a vote at the Annual General Meetings. If there is to be a vote on nominations then details of the nominees will be circulated before the Annual General Meeting. Packs of all the papers will be available on the day.
- **Who can vote on nominations at the Annual General Meeting?** Just Full Members can vote.

Important information about the Annual General Meeting on 26 November 2020

1. Welcome and apologies

Leo Starrs-Cunningham is Inclusion Scotland's Vice-convenor. If you or your organisation are Members and you can't attend the Annual General Meeting,

you can send your apologies (contact Janice Sheridan 0131 370 6725, janice@inclusionScotland.org) and they will be recorded in the minutes. But you don't have to do this.

2. Agree minutes of the Annual General Meeting held on 30th October 2019 and consider any matters arising

The meeting needs to agree that the minutes are an accurate record of what happened at the previous Annual General Meeting. Any mistakes or important things that have been left out, need to be identified. Then one of the Full Member representatives needs to propose that, with those changes (if there are any), they are an accurate record. Another Full Member representative needs to second that proposal. Then the meeting formally agrees the minutes.

There will then be a report on any matters arising – that is any action points that appear in the minutes, or any issues raised. If there are some but they already appear on the agenda for this meeting, they will be discussed when we get to that item.

3. Receive the Convenor's Report

Leo Starrs-Cunningham, Inclusion Scotland's Vice-convenor, will give a report on behalf of the Board of Directors about Inclusion Scotland's activities during the year. People can ask question after each of the reports.

4. Receive the Chief Executive Officer's Report

The Chief Executive Officer is Sally Witcher. The meeting will receive a report from her about what happened during the year and about Inclusion Scotland's activities.

5. Consideration of Annual Accounts

- 1 Inclusion Scotland's Treasurer is Gillian Lawrence. She will give a report about Inclusion Scotland's finances during the financial year 2019-2020. The AGM has to approve the formal Trustees Report and Audited Accounts for the financial year 2019-2020. A short summary of the accounts will be included in delegates' packs. If you would like to see a full copy of the Trustees Report and Audited Accounts before the AGM, you can find them in due course on this link: <https://inclusionScotland.org/agm-and-conference-2020>. If you cannot access this and need them in a different format, please get in touch.

6. Agree appointment and remuneration of auditors

This is a formal item of business. A resolution will be put that we appoint: **Chiene and Tait, 61 Dublin St, Edinburgh EH3 6NL**. They were our auditors for the 2019-2020 accounts.

The AGM usually leaves it to the Board of Directors to agree the auditors' fee.

7. Election of Directors

This year there are **4** places available for nominations from Full Members. If there are more nominations than there are places available a vote will be taken. If there are fewer or the same number of nominations as there are places available, the people nominated are automatically elected.

8. Vote on Special Resolution to amend the Constitution (Articles of Association)

There is no Special Resolution at this AGM.

9. Any Other Competent Business

This is an opportunity to discuss any other matter that it is relevant to an Annual General Meeting. **If you want to raise an item of Any Other Business please let the Convenor know before the meeting starts.**

Feedback on this 'important information' paper

Do you have suggestions for other things to include in this 'important information' paper? We want to make sure our Members and Partners understand the purpose of the Annual General Meeting, what will happen and what they need to do. Are there other questions you – or maybe other Partners – might have?

Is any of this difficult to understand? We would like this to be as accessible as possible, so if there is anything we can do to make something clearer, please let us know.

Thank you for your feedback!