

9.2 Extraordinary General Meetings (EGMs)

What is an Extraordinary General Meeting?

An Extraordinary General Meeting (EGM) is a General Meeting held between AGMs in order to determine issues that are too important to wait for the next AGM. Most often EGMs are called by the Club Executives in order to make changes to the Constitution or to fill a vacant Executive position. Club members can also petition the Executive to hold an EGM by providing signatures from fifteen (15) Club members, or from half the Club membership, whichever is lesser (unless otherwise specified in your Club's Constitution).

If your EGM does not meet the requirements below, it may be declared invalid, and you may be required to hold the meeting again to maintain your Club's affiliation with Arc. You can find a condensed list of the EGM requirements in the EGM and Getting Started Checklists document.

How do we hold an Extraordinary General Meeting?

Before the EGM

1. Read the sections of the Clubs Handbook about General Meetings (Section 9), EGMs (Section 9.1) and, if relevant, Elections (Section 10) and Club Constitutions (Section 7).
2. Read your constitution thoroughly and note any requirements you need to fulfil at the EGM, including election or constitutional change requirements (some of these will be stricter than Arc's requirements, including some mentioned in this guide and in the Handbook)
3. If relevant, draft proposed changes to the constitution, including the exact wording to be added and specifying any clauses that are to be changed or removed. These changes cannot take effect before they are approved at the EGM, e.g. you can't propose to reduce the required EGM notice period and apply that to this EGM. We recommend that you consult with the Arc Clubs team in advance to ensure that these changes will meet Arc's requirements. Search your emails from the last 12 months to see if there were any constitutional changes Arc has specified that your Club will need to make at this EGM.
4. Decide on a date, time & location. This should generally be a decision of the Executive team. To prevent potential issues, make sure to have a clear decision-making process and a written communication of the final decision.

Note: Voting members of the Club must not be charged a fee to attend the meeting. For example, if the meeting is taking place as part of a charged event (e.g. during an end of year social), the meeting could be held in the same venue at the start or end of the larger event, where non-paying attendees are allowed entry only for the meeting. Arc representatives attending the meeting as an observer must also not be charged a fee.

5. If required, make a booking for the location and any other resources needed (for bookings, submit at least 7 days before you need the location confirmed). Include extra time before and after the event for setup and pack up, and in case the meeting runs longer than expected. Make sure to have your confirmation email accessible in case there is an issue at the EGM.
6. Allocate/confirm tasks for Executives at the EGM (e.g. taking minutes, chairing the meeting, checking members in, counting votes etc.).
7. At least 7 days before the EGM, send the official EGM Notice to all relevant Club members, including:
 - a. Date, Time & Location
 - b. Agenda
 - c. Any relevant information on who can attend and vote at the EGM
 - d. Information on any proposed constitutional changes, including the exact wording to be changed/added and specifying clauses to be changed or removed (the best practice would be to attach the Constitution with the proposed amendments as tracked changes).
 - e. Information on any elections, including position descriptions and how to nominate
 - f. Information on proxy voting (including proxy voting form), if relevant (see below)
8. Forward the EGM Notice and any other notifications about the EGM to the Arc Clubs team (clubs@arc.unsw.edu.au)
9. Relevant Executives should prepare any reports that need to be presented at the meeting.
10. Prepare a form to prove attendance at the EGM (use an Arc Attendance Form or make your own, as long as it contains:
 - a. Club Name, Date and Activity at the top
 - b. Space for each attendee to complete their name, student number and signature
11. Prepare election materials & processes, if required (e.g. voting slips)

At the EGM

1. Arrive at the location early to set up. If you are using voting slips, you may want set aside a space to do that where people won't be seated.
2. Check the attendees in as they enter the event.
 - a. Check that they are a full member (and any other attendance requirements)
 - b. Have them complete their details on the attendance list. If they are a non-member attendee note these down separately (e.g. an observer, guest, associate member, returning officer).
 - c. If relevant, distribute voting slips to those eligible to vote
3. The EGM can only start once you have the required number of members at the event (this is called quorum and is usually 15 or half of your members, whichever is less). If members leave the meeting such that you no longer have the required numbers, then you will need to pause or stop the meeting. If you never achieve the required number, you will need to reschedule the meeting for a later date and try again (still meeting all the requirements, including notice of the new meeting).
4. Take minutes of the meeting. This is a summary of the meeting which should detail exactly what occurred during the meeting (in the order that it happened) as a record for your Club as well as for Arc to check over. Most importantly, the minutes should contain any key discussions, resolutions passed at the meeting including passing any constitutional changes, accepting reports from Executives and elections (nominations and results). It should also record if members leave or re-enter the meeting (who and when) or arrive after the meeting has started.
5. Conduct the meeting, covering the following agenda items:
 - a. Open the meeting – note the time in the minutes
 - b. Apologies - this is prior notice that a member is unable to attend the meeting and have sent their apologies (especially Club Executives)
 - c. Constitutional Amendments (if relevant) - discuss & vote on any proposed Constitutional Amendments (these need to be detailed for each amendment).
 - d. Elections of Executive positions (if relevant). Unless otherwise specified in your constitution, this should include nominations (unless these were received prior), brief speeches from candidates, a short time allocated for questions, voting and announcement of results.
 - e. If signatories will be different, determine the three bank signatories out of the Executive team (including the Treasurer). Include their full names (from their government-issued ID) in the minutes.

- f. General Business (if any) – this could be a discussion about future events, initiatives or anything else you want to discuss with the members. You can also open up the floor for members to bring up discussion points.
 - g. Close the meeting – note the time in the minutes
6. Pack up the event, making sure to collect the signed attendance sheet, minutes and anything that contains private/sensitive information. If you are disposing of physical copies private/sensitive information, use a shredder (there is one in the Clubs Space).

Sending the EGM Notice

The official EGM Notice (and any other additional/updated information sent later) must be sent to all Club members that are eligible to attend the EGM. Social media & other forms of communication can be used *as well as* the emailed notice but cannot be used as a *substitute*.

Holding an online or hybrid meeting

Online meetings

The structure and format of General Meetings themselves have not changed, i.e., minute keeping, discussions, voting, amendments etc. still function the same way. The main difference is that attendance forms and voting is now filled out online. Other requirements and procedures are identical, which you can read through in Section 9.1 of the Clubs Handbook.

Instead of a physical location, you can organise something like a Zoom meeting, Microsoft Teams meeting, schedule something on a Discord channel and so on. You hold the meeting identically to as if it was occurring in person, except that attendee should enter the following information as part of attendance/registration:

- Full Name (as per student ID)
- zID
- If they are an Arc Member
- If they are a full member of the club
- Optionally, contact details such as email or phone number if you deem it necessary (this must be kept private and only accessible by Executives)

Your voting will also have to occur digitally. If your constitution specifies a particular type of voting system that must be used, you'll also need to emulate it through the digital voting system/website

you choose to use. If you haven't had to conduct online voting before, here are some ways to ensure the validity of votes:

- Providing each member present at the meeting with a unique, randomly generated code that is matched to their zID. If a submitted vote contains a code that is not in the list of those given, or is used multiple times, you can tell something doesn't add up.
- Having each member privately message their vote to the person chairing the meeting, or a trusted and impartial third party.
- Open a voting form that is only available for the duration of the meeting, providing everyone with the link during the meeting itself.

Hybrid meetings

The same organisation for an online general meeting is done, but a physical location is also prepared for start time of the meeting. Attendance and voting will also need to be available in both an online and physical format. A computer, speakers and microphone is recommended so those attending online can easily participate, but if need be phones can be used too.

Proxy Voting

A proxy vote can be used when a member of the Club that is eligible to vote at the General Meeting is unable to attend the meeting but has signed a proxy form allowing their vote to be cast by someone else. Arc requires that any Clubs holding a General Meeting on a non-academic day must allow proxy votes at that meeting. This means that if your Club's constitution specifies that your Club can only hold General Meetings on an academic day, then you don't need to allow proxy votes at all.

Arc has an example proxy form that you can use. At minimum, Club members who want to vote by proxy must write their full, student number, sign and date the form and write the full name and student number of their proxy. Club members may choose to specifically state how they intend to vote on a particular motion on the form or they may leave it up to the discretion of their proxy holder. The proxy holder must bring all proxy forms to the meeting and show them to the returning officer before they can cast those votes.

Quorum for the meeting (the minimum number of voting members that must be at the meeting in order for it to be valid) is calculated on the number of voting members in attendance at the meeting (so proxy votes don't count). On the other hand, proxy votes are included when calculating the number of votes needed for a motion to pass.

Other important things to note:

- Each (full) member is entitled to one vote in each motion (decision).
 - Voting may only be restricted if these restrictions are specified in the Club's constitution. Arc has limitations on what restrictions would be accepted in the constitution.
- For any constitutional changes, notice of any proposed constitutional change/s must be given (usually with the notice of EGM) and sufficient time allocated at the meeting to discuss changes. Each change must be passed by a simple majority unless your Constitution states otherwise.
- Elections:
 - Elections for Executive are conducted using a 'first-past-the-post' system (i.e. the candidate with the most votes wins), unless your Constitution states otherwise.
 - **Any** full member of the Club is entitled to run for a vacant Executive position unless otherwise specified in the Constitution (only some restrictions are permitted for Arc-affiliated Clubs).
 - See Clubs Handbook Section 10 for more information about Executive elections.
- All elected Executive members must sign the Arc Clubs Affiliation Agreement.

FAQs

What is the difference between an AGM, EGM and IGM? When are they held?

AGM – Annual General Meeting, for Arc affiliated Clubs these must be held during the mandatory AGM period each year. Executive reports and Executive elections are generally required business at an AGM, however there might be different requirement specified in your constitution.

EGM – Extraordinary General Meeting are any General Meetings held in addition to the AGM. These are held to make specific decisions (such as constitutional amendments or electing vacant Executive positions) and don't have any required business.

IGM – Inaugural General Meeting, held only once at the inception of the Club. The required business at this meeting is to approve a constitution to govern the Club and elect the Club Executives.

Is there a minimum number of people that must attend the General Meeting?

Quorum for is usually 15 people or half the Clubs membership, whichever is less. Quorum is the minimum number of members in attendance at a General Meeting that are required for the meeting to be considered valid. Check your constitution, as it may specify a higher requirement.

Where can I find out more information?

Chairing a meeting: <http://www.resourcecentre.org.uk/information/chairing-a-meeting/>

Taking Minutes: <http://www.resourcecentre.org.uk/information/taking-minutes/>

Related Documents

Forms & Files (www.arc.unsw.edu.au/clubs/club-admin/club-forms)

EGM Form

Sample EGM Documents

Affiliation Agreement

Arc Clubs Example Proxy Form

Need Help?			
Call Us	Email Us	Visit us	Office Hours
02 9065 0930 <i>(during office hours)</i>	clubs@arc.unsw.edu.au	Level 2, Basser College <i>(just off the Basser steps past the Quadrangle)</i>	During Term: 10am - 4pm Outside Term: By appointment only
Files and Forms: www.arc.unsw.edu.au/clubforms		Clubs Handbook: www.arc.unsw.edu.au/clubs/clubshandbook	