



The Annual General Meeting of the Association of Paediatric Anaesthetists of Great Britain and Ireland

Due to the COVID-19 pandemic we were unable to hold an Annual General Meeting (AGM) in May 2020. This cancellation advanced our plans for a change in the way we communicate with members regarding Association matters. And so, in place of an AGM we ran an Engagement session in conjunction with our shortened online Annual Scientific Meeting (ASM) in September. This proved to be a popular format with an attendance that far exceeded any recent physical AGM. All the usual information associated with a formal AGM; Annual report, Annual Accounts, was provided on our website in the month prior to the Engagement session.

Once more we will revert to a virtual format for the May ASM, and we are planning to hold an AGM online on May 12th, 2021.

The need for an AGM has been the topic of much discussion at recent annual Association of Anaesthetists Governance meetings. It is suggested that an incorporated charity such as the APAGBI, does not legally need to hold an AGM. Currently our Articles clearly state the need for an AGM, and this would have to be changed for us to proceed. The need to modernise the way the Association works for our members has been reinforced by the events of the past year. In particular it has helped to crystallise our thoughts on how we convey information and feedback in a more efficient way.

Our Articles of Association are framed according to the Companies Act 1985, this has been superseded by the Companies Act 2006. In the 2006 Act there is no requirement that the members approve accounts, or that the accounts are laid before members at a general meeting. Therefore, it is open to APAGBI to approve the accounts with a resolution of the Council, on the basis they are the trustees. Due to the exceptional situation last year provision was made to allow us to submit our audited accounts to Companies House without the need for an AGM.

Following legal advice, it is clear that a general modernisation of our Articles is required to bring us up to date with the provisions of the 2006 Act. We have asked the APAGBI solicitors to undertake these changes in order for us to formally proceed with an online AGM this year.

While this will formally allow us to use an online format for any future AGM, it will also allow us to proceed, if we wish, without the need for an AGM. Importantly the facility, if needed, to hold a physical general meeting at the behest of Council or the membership will be retained.

What are the additional arguments for and against?

- The aim of the AGM is to report to the membership the activities of the APAGBI during the previous year, the financial status of the APAGBI and to answer any questions that might arise.
- During the recent years with improved electronic communication including the website, the reports for the Association are all available approximately a month in advance for reading by the members. This fulfills the need to disseminate information.
- There is a need for 5% of the voting membership to be present in order for the meeting to be quorate. This has been increasingly difficult to achieve and has involved often searching around for and persuading members to come.
- There have been few if any questions to the Council at the meetings over the last few years.
- It takes up an hour of the meeting on the Thursday, which could be better used for educational purposes.
- The online Engagement session we ran in September 2020 was well attended and provided good feedback from attendees.

What would happen instead?

- Reports will be on the website as now, well in advance. Questions will be able to be emailed to the Secretary, by members attending and not attending, before the start of the meeting.
- The President could give a ten-minute, presentation at the start of the first plenary session outlining the major matters including a brief finance headline.
- The Officers will be available for questions during an interactive/engagement session, during the Thursday and/or Friday lunchtime.
- Council could still, if it deems fit, convene a General Meeting and a General Meeting could also be called for by 10% of the voting membership of the Association.

When will this happen?

The timeline we envisage is:

- **March 2021:** This notification emailed to members. Feedback welcomed.
- **April 2021:** Notification on the website of the impending discussion at the online AGM May 2021
- **May 2021:** Proposal put to online AGM and voted on. Approval of the change in Articles.
- **May 2022:** New format commences

Your feedback is vitally important to us as we seek to modernise the way we conduct our business as a Council and how we deliver the aims of the Association to our members.

Please feel free to email your responses to secretary@apagbi.org.uk
Simon Courtman, our Honorary Secretary will collate your feedback. This will be discussed by Council and help us amend this proposal if necessary. Feedback will also allow us to open up the discussion in May.

Many thanks



Chris Gildersleve
APAGBI President
On behalf of APAGBI Council