



LOC Central Support Unit: Guidance to LOCs in England on the holding of AGMs under the terms of the Model Constitution

February 2009

Foreword

In formulating the Model Constitution, the Department of Health has sought to encapsulate the separate positions of local Contractors and local Performers to ensure that they have equal representation where possible and have also brought in the concepts of proxy votes and postal votes to further democratise the process but not for all aspects. The combination of these factors has produced a lengthy (42 day) lead in time for AGM's and some anomalies in the drafting. The guidance therefore seeks to take a common sense view of grey areas in the drafting and we would ask that those interested in the fine detail please take this into account.

This guidance also necessarily goes into some detail not all of which will be appropriate to all LOC's. LOC's will need to use their judgement to decide what parts are relevant to their own particular local circumstances.

The AGM is above all an opportunity for the Officers to update members on the activities of the LOC and of plans for the future and hopefully to welcome new members. Whilst not part of the formal proceedings, it is also an opportunity to have a guest speaker (possibly with CET points arising) and the more attractive the agenda and speaker topic the greater the opportunity to attract a good attendance.

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Chairman
LOC Central Support Unit

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1. Introduction

The purpose of an AGM for LOCs is to report on the Committee's activities of the past year, present the audited accounts of the past year, appoint auditors for the following year, vote on any resolutions, elect the officers for the following year, and, every third year, elect the members of the committee.

According to the Model Constitution the AGM must take place within three months of the end of the LOC's financial year.

A minimum period of 21 days' notice must apply to the AGM plus a further 21 days for postal votes (making 42 days in total), so it becomes vital to have appropriate information to hand well in advance of the chosen date, particularly the audited accounts.

We recommend that LOCs adopt the new Model Constitution at the start of their next AGM and run the rest of the AGM on the basis of the new Model Constitution.

We also recommend that the existing Chairman of the LOC advises the PCT before the AGM that the LOC is proposing to adopt the new Model Constitution at its AGM and also of the date of the AGM.

The LOC could theoretically amend the Model Constitution and attempt to agree the current version with the PCT. However we do not recommend any change, as the Model Constitution has been approved by the national optical representative organisations and the Department of Health (in England).

2. Pre-notification

All local Contractors and Performers need to be notified 42 days prior to the date of the AGM.

However you will need time before giving notice to find all the names and contact addresses for all the local Contractors and Performers in your area. We recommend that you ask the appropriate manager of the PCT (or payments agency) for its lists of local Contractors and Performers.

If the PCT (or payments agency) refuses to provide such lists please contact LOCSU for further assistance and please provide full information of what has transpired.

3. Nominations/Elections

Adoption of the new Model Constitution means electing a new committee irrespective of the length of time the previous committee has served and it will be subject to election every third year thereafter.

All those attending the AGM must on entry identify themselves as either a local Contractor (or nominated representative) or a local Performer. An optometrist who is both a local Contractor and a Performer must decide which category s/he wishes to belong to.

We recommend that local Contractors and Performers sit in separate sections of the meeting room in order to facilitate the voting process.

The Chairman of the meeting should appoint a Returning officer to oversee the counting of votes. The Returning Officer should not be a candidate for election nor an elector.

Nominations must be sought for candidates for election to the committee from both local Contractors and Performers. The committee must have a minimum of six members and be made up of equal numbers of local Contractors and Performers.

An optometrist who is both a local Contractor and a Performer must decide which category s/he wishes to be nominated for election to the committee.

Only local Contractors may vote for local Contractors and only local Performers may vote for local Performers. Therefore, each person present can only exercise one vote.

The Model Constitution provides for proxy votes for election of Members, Officers and voting on published resolutions. It provides for postal votes as well but only for election of Officers and voting on published resolutions. (See Appendices D and E). At the end of the 21 day period proxy and postal vote forms should be issued complete with the names of the candidates standing for election.

In order to achieve the required balance between local Contractors and Performers the maximum number of candidates available as either local Contractors and Performers should be determined in advance if possible in order to ensure a corresponding number of candidates for the other category.

We recommend that the newly elected committee should use its powers of co-option in order to achieve an exact balance between local Contractors and Performers (Section 4.5 of the Model Constitution states 'The Committee may co-opt up to three members who may or may not be local Contractors or Performers').

Although the Model Constitution could imply that the officers are elected separately, we recommend that the officers are elected by the AGM from those who have been elected to the committee.

Example documentation

When using the example documentation attached it is important to read through all examples to ensure that LOC name, date of AGM and relevant addresses, etc are filled in as appropriate. In addition ultimately candidates' names should be filled in on the postal voting form.

4. Attendees

A full list of those attending the AGM should be kept. As much information as possible of those attending should be obtained for future correspondence. Each person should sign in and leave their full contact details including their email address.

The new Model Constitution provides for postal votes and proxies and determines who can act as a proxy in specific cases.

5. Model Agenda for AGM

The Agenda for the AGM would normally include the following:

1. Chair's welcome
2. Apologies for absence
3. Minutes of previous AGM
4. Matters arising from previous minutes
5. Chair's report
6. Treasurer's report
7. Adoption of reports
8. Adoption of new Model Constitution
9. Appointment of Returning Officer and two scrutineers
10. Election of the new committee
11. Election of the officers (Chair, Vice Chair [optional], Treasurer, Secretary)
12. Elected Chair's address
13. Adoption of the statutory levy for the forthcoming financial year
14. Adoption of the contribution to LOCSU for the forthcoming financial year
15. Appointment of the Auditors for the forthcoming financial year
16. Promotion of voluntary levy (for Central Fund)
17. Resolution (if any)
18. Any Other Business
19. Introduction of guest speaker (if any)

6. Reports and Minutes

A summary account of what was discussed and concluded at an AGM should be recorded. This should be available to all local Contractors and Performers.

A Chair's report including the previous year's activity should be sent out with the AGM notification so that colleagues have an overview of what the committee has done (or tried to do) over the preceding 12 months.

The Treasurer's report (an overview of the financial year) and audited accounts should be sent out in advance with the Notification of the AGM.

The Model Constitution states that the accounts should be audited by a suitable person or persons. We therefore recommend that the accounts are audited by an accountant or if one is not available by another suitable person.

7. Extra-ordinary General Meeting

According to the Model Constitution (Section 13.2) an Extra-ordinary General Meeting may be held at any time, providing 21 days notice is given, if called either by the Committee or at least 20 local Contractors and/or local Performers.

The notice calling the Extra-ordinary General Meeting should specify the purpose of calling the meeting, agenda items to be discussed and resolutions, if any, that are proposed.

Appendix A: Example Notification Covering Letter

Date:

To all local Contractors and Performers in the (name) PCT area,

Notification of Annual General Meeting

The annual meeting of the (insert name of) LOC will be held on (date and time) at (insert venue details).

[Following the meeting, a clinical lecture will be give by (insert name), Consultant Ophthalmic Surgeon, (insert name of hospital) on (insert subject). (Insert name). A light buffet will be served at (insert time) and the presentation will start at approximately (insert time) concluding (insert time).]

As you may be aware, this year's agenda includes a proposal to adopt the new Model Constitution for LOCs (copy enclosed), as agreed by the Department of Health (in England) with ABDO, AOP and FODO (dated 18th August 2008) as from the date of the AGM. If in addition you wish to stand for office the further enclosed nomination paper should be completed.

If you wish to be nominated for a position on the Committee, you should complete the enclosed Nomination paper. If you are uncertain as to which category you may wish to be considered for, contact your LOC Secretary for further advice.

The results of the nominations will be circulated in three weeks. We shall then include a postal voting/proxy paper for those of you unable to attend the meeting.

Also enclosed are the Chair's Report and the Audited Accounts.

Please confirm your intention to attend to me (insert contact details) by (insert date).

Yours sincerely,

(insert name), Secretary

Encs: Agenda
Model Constitution
Nomination Papers
Chair's Report
Treasurer's Report & Audited Accounts

[] = Optional

Committee Nomination Paper for (name) LOC (date)

Name of Candidate:

Please tick

Local Contractor

☐

Local Performer

☐

Address of Candidate:

.....

.....

..... Postcode:

Email address:

GOC number: *(if relevant)*

Date:

Proposed by:

(Please print full name)

Please return to the Returning Officer c/o (insert LOC name and address)

All nominations must be received by the Returning Officer at least 21 days prior to the AGM which will be held on (insert date).

Officer Nomination Paper for (name) LOC (date)

Name of Candidate:

Please indicate for which office you are nominating the candidate

Chair ☐ Vice Chair (optional) ☐

Treasurer ☐ Secretary ☐

Please tick

Local Contractor ☐ Local Performer ☐

Address of Candidate:

.....

.....

..... Postcode:

Email address:

GOC number: *(if relevant)*

Date:

Proposed by:

(Please print full name)

Please return to the Returning Officer c/o (insert LOC name and address)

All nominations must be received by the Returning Officer at least 21 days prior to the AGM which will be held on (insert date). This is to allow for postal voting.

Appendix D: Example Proxy Voting Paper

Insert Name of LOC

2009 Annual General Meeting

TO VOTE BY PROXY IMPORTANT Only complete this section if you wish to nominate a Proxy.	
<p>* Full name & address to be inserted in block capitals</p> <p>** Delete as appropriate</p> <p>+ If you wish to nominate your own proxy (who must be a local contractor or a local Performer attending the AGM) please delete 'the Chairman of the Meeting' and insert his/her name & address in block capitals in the space provided</p>	<p>I *, _____ of _____</p> <p>being a local Contractor**/local Performer**, hereby appoint the Chairman of the Meeting or _____ of _____</p> <p style="text-align: right;">(local Contractor**/local Performer**)</p> <p>(or in his/her absence, the Chairman of the Meeting—<i>delete if not acceptable</i>) as my proxy to vote for me on my behalf at the Annual General Meeting of [NAME OF LOC] being held on [DATE] and at any adjournment thereof.</p> <p><i>If you wish you may indicate how you wish your proxy to vote via the grid below.</i></p> <p><i>If this ballot paper is returned without an indication as to how the proxy should vote on any particular matter the proxy will exercise his/her discretion as to whether, and if so how, he/she votes.</i></p>

IMPORTANT Only complete this section if you wish to indicate how you wish your Proxy to vote. Please complete the voting grid below, sign your name and return your ballot paper immediately in an envelope marked LOC Proxy Vote to (insert Returning Officer's contact details). All papers must be received no later than [TIME am on DATE 2009].		
Resolutions	Vote 'X' Here	
	FOR	AGAINST
1. To adopt the Model Constitution		
2. To approve the Chairman's Report		
3. To approve the Treasurer's Report & Audited Accounts		
4. To approve adoption of the Statutory Levy for the forthcoming year		
5. To approve the Proposal to (continue to) make payments to the LOC Support Unit from the Statutory Levy		
6. Other Resolutions (if any)		

Election to the Committee (place an 'x' in the column to the right of your chosen person)			
Local Contractor Nominations	X	Local Performer Nominations	X
Insert nominations		Insert nominations	

Signature _____ Dated _____ 2009

Appendix E: Example Postal Voting Paper

Insert Name of LOC

2009 Annual General Meeting

I, _____ of _____

being a local Contractor**/local Performer** and unable to attend the AGM on (insert date) hereby vote as follows:

** Delete as appropriate

LOC POSTAL VOTE

IMPORTANT: Please complete the voting grid below, sign your name and return your ballot paper immediately in an envelope marked LOC Postal Vote to (insert Returning Officer's contact details). **All papers must be received no later than [TIME am on DATE 2009].**

Resolutions	Vote 'X' Here	
	FOR	AGAINST
1. To adopt the Model Constitution		
2. To approve the Chairman's Report		
3. To approve the Treasurer's Report & Audited Accounts		
4. To approve adoption of the Statutory Levy for the forthcoming year		
5. To approve the Proposal to (continue to) make payments to the LOC Support Unit from the Statutory Levy		
6. Other Resolutions (if any)		

Election of Officers <i>(please indicate your preference by placing an 'x' in the next column)</i>		X
Chairman:		
Vice Chairman:		
Secretary:		
Treasurer:		

Signature _____

Dated _____ 2009

Appendix F: AGM Countdown

AGM Countdown (in days)

42	35	28	21	14	7
<p>Send out Notification of Annual General Meeting along with:</p> <ul style="list-style-type: none"> - Agenda - Model Constitution - Nomination Papers - Chair's Report - Treasurer's Report & Audited Accounts <p>Allow 21 days for response</p>			<p>Send out results of nominations asking those unable to attend to use the Postal Voting/Proxy papers</p>		
		<p>Arrange CET accreditation as appropriate</p> <p>Confirm speaker and ask for copy of presentation seven days before AGM</p>			<p>Confirm receipt of speaker presentation and ensure it runs correctly</p> <p>Confirm numbers to venue re food, equipment, layout</p> <p>Collate Nominations</p> <p>Print attendance sheet</p> <p>Print certificates for CET attendees</p>