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Guidance

## Charity meetings: making decisions and voting

How to hold charity trustee and member meetings, including AGMs, so you can make decisions legally and your charity can run effectively.

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From:

The Charity Commission (<https://www.gov.uk/government/organisations/charity-commission>)

Applies to:

Wales and England

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### Who makes decisions in charities

Your charity's trustees are responsible for making sure it does what it was set up to do. This includes making decisions about how it is run (<https://www.gov.uk/government/publications/its-your-decision-charity-trustees-and-decision-making>).

Your charity may also have 'voting members'. Your governing document may say that all the charity's members must vote on certain decisions like:

- changing the governing document
- electing trustees
- closing the charity

### How trustees make decisions

As a trustee, you can take professional advice to help you make decisions on your charity's behalf. But you and your fellow trustees are jointly responsible for the decisions you make. This is why trustees usually meet to decide how their charity is run.

When you make a decision, you must:

- act within your powers
- act in good faith, and only in your charity's interests
- make sure you are sufficiently informed, taking any advice you need
- take account of all relevant factors
- ignore any irrelevant factors
- manage conflicts of interest (<https://www.gov.uk/manage-a-conflict-of-interest-in-your-charity>)
- make decisions that are within the range of decisions that a reasonable trustee body could make in the circumstances

Follow these principles to make sure you're acting within:

- your powers (the things your governing document allows you to do)
- your legal responsibilities as trustees
- your charity's purposes (what it is set up to do)

## If decisions go wrong

Some decisions don't work out as intended. Trustees don't have to see into the future, but they should follow sound principles and make informed decisions.

If something goes seriously wrong, the Charity Commission or the courts may look into the way you made the decision. The commission doesn't expect you to be legal or technical experts, but it will consider what you could have reasonably known or found out when you made the decision.

## Rules for charity meetings

Your charity's governing document should say how and when you should organise meetings and how to vote on decisions. You must do these things exactly as the governing document says. If you don't, any decision you make during a meeting could be invalid.

If your governing document isn't clear about meetings, you should think about adding to it (or agreeing extra rules). For example:

- who can attend the meetings (most meetings are just for the trustees)
- how often and when you should hold meetings
- the minimum number that must attend a meeting so that decisions can be made properly (called the quorum)
- how you deal with charity trustees who have a conflict of interest

Having the right rules in place for meetings will help you to make decisions effectively, manage conflicts of interest appropriately and deal with problems.

## Types of charity meeting

### Annual general meetings (AGMs)

Many charities have an AGM where the members approve the accounts and elect the trustees.

Your charity's governing document should tell you when in the year to hold the AGM and how much notice you need to give. The notice period is usually three or four weeks.

Your charity's members can attend AGMs and other general meetings. The governing document should define who the members are. Sometimes they have to apply to join the charity, or they may qualify for membership automatically because they live in the local area.

Usually, the people attending a general meeting sign a register at the door to record who is present.

## Trustee meetings

Most meetings will just involve you and the other trustees, running the day-to-day business of the charity.

If you employ staff, you might invite them to these meetings to advise or inform you but they won't be able to vote.

If your charity has members, they can vote on some aspects of running the charity, such as changing the governing document and choosing trustees.

## Telephone and video conferences

Your charity's governing document should say whether meetings must be held in person or whether video or telephone conferencing or other methods of communication may be used.

If your governing document requires meetings but does not provide a definition of this, the people attending must be able to see and hear each other (this includes video conferencing). The exception to this is meetings of members of companies – the Companies Act allows electronic meetings where members are able to speak and vote.

If your governing document does not provide a suitable means of communication for a meeting, you should consider amending the governing document.

The commission recommends you have at least one face-to-face meeting of all the trustees each year.

## How to run a charity meeting

Once you've found a suitable date, time and venue for your meeting, following these guidelines will help you to run it effectively.

### 1. Have an agenda

Your governing document may tell you whether you should give advance notice of items to be discussed. Generally, if all present agree, they can introduce a new item of business on the day of the meeting.

### 2. Deal with any conflicts of interest

If a trustee's decision-making could be influenced by their personal circumstances, or their involvement with another organisation, they are in a conflict of interest (<https://www.gov.uk/manage-a-conflict-of-interest-in-your-charity>).

Legal requirement: you must prevent a conflict of interest from affecting a decision you make.

### 3. Have a 'quorum' – enough people to make a decision

A quorum is the minimum number that must attend a meeting so that decisions can be made properly. The people may be trustees at a committee meeting, or members at a general meeting. Your governing document should tell you what your quorum is. If it doesn't, think about amending it.

If you set your quorum too high, any absences may make it difficult to have a valid meeting. If it's too low, a small minority of people may be able to impose its views unreasonably.

The commission recommends that the quorum for a trustees' meeting is a minimum of one third of the total number of charity trustees plus one. So a charity with ten trustees will have a quorum of four.

For general meetings, you should give careful thought to the quorum – it needs to be appropriate to the size of your charity and the number and geographical spread of members.

### 4. Follow voting rules (if applicable)

Voting arrangements differ between charities and the type of meeting that you are holding. As a general rule, you should follow the instructions in your charity's governing document.

At trustee meetings, generally only the trustees vote on decisions. If a vote is evenly split, sometimes the chair has a second, casting vote to decide the matter, but only if the governing document says so. At general meetings, the members vote on decisions.

Usually a show of hands is enough to tell the result of a vote, but a poll can be used if not.

### 5. Keep minutes of every meeting

The commission recommends that you keep accurate minutes of all meetings. They don't need to be word-for-word, but should give:

- the name of the charity
- the type of meeting
- the date and time of the meeting
- the names of those present
- who chaired the meeting
- what capacity people attended in, such as trustee or staff member
- any absences for agenda items due to conflicts of interest
- apologies for absence

The minutes should record exactly what was agreed, particularly for important or controversial decisions. For example:

- the exact wording of any resolution and who proposed it
- a summary of the discussion on each item of business
- information used to make decisions
- how many votes were made for and against, and how many didn't vote
- what action is needed and who is responsible for taking it
- the date, time and venue of the next meeting

Ideally, someone who isn't involved in the meeting should take the minutes. If a trustee is taking the minutes, they should ensure they can also contribute actively to the discussion.

You must make the minutes of trustees' meetings available to all charity trustees. Professional advisers such as auditors may also ask to see them.

The minutes of a general meeting are usually made available to members (in the case of a charitable company they have to be) but you don't have to make them available to the public unless the charity's governing document says so.

## Trouble at meetings

People can get very passionate about their charity's work, and this can lead to debates and disagreement.

You and the other trustees are responsible for managing the charity's meetings. Set standards of behaviour to make sure everyone present agrees to behave professionally and in the charity's interest. For example, a code of conduct (<https://www.icsa.org.uk/knowledge/resources/code-of-conduct-charity-trustees-england-wales>).

You can't stop people coming to a meeting if they are entitled to be there. Tell the police if you think that people intend to cause violence at a meeting.

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## Brexit

Check how the new Brexit rules affect you

(<https://www.gov.uk/transition>)

## Related content

- Charity Commission guidance (<https://www.gov.uk/guidance/charity-commission-guidance>)
- Charity trustee: what's involved (CC3a) (<https://www.gov.uk/guidance/charity-trustee-whats-involved>)
- Managing your charity guidance (<https://www.gov.uk/government/collections/managing-your-charity-guidance>)
- Managing conflicts of interest in a charity (<https://www.gov.uk/guidance/managing-conflicts-of-interest-in-a-charity>)
- Use of church halls for village hall and other charitable purposes (CC18) (<https://www.gov.uk/government/publications/use-of-church-halls-for-village-hall-and-other-charitable-purposes-cc18>)

## Detailed guidance

- Charity trustee: what's involved (CC3a) (<https://www.gov.uk/guidance/charity-trustee-whats-involved>)
- Trustee board: people and skills (<https://www.gov.uk/guidance/trustee-board-people-and-skills>)

## Collection

- Managing your charity guidance (<https://www.gov.uk/government/collections/managing-your-charity-guidance>)

## Explore the topic

- Your charity's work (<https://www.gov.uk/topic/running-charity/charitys-work>)
- Managing your charity (<https://www.gov.uk/topic/running-charity/managing-charity>)
- Trustee role and board (<https://www.gov.uk/topic/running-charity/trustee-role-board>)