

# The Virtual Annual General Meeting

<https://heritagebc.ca/the-virtual-annual-general-meeting/>

Although not-for-profits are experiencing extreme disruption, we still need to assume regular requirements apply. This includes holding annual general meetings and filing annual reports and charitable returns.

The following are suggestions for holding a virtual annual general meeting. This is not intended to be legal advice, but it is suggestions based on experience, research and (hopefully) common sense.

## Holding a Virtual Annual General Meeting

- The new Societies Act provided for the modernization of meetings, specifically by electronic means. For example, the Act allows for motions and resolutions to be made by electronic voting. Despite this, make sure your new bylaws did not restrict electronic meetings.
- You will be required to announce your meeting within the required timeframe. The Societies Act suggests 14 days, but your bylaws may have a different requirement.
- Put all of your meeting materials on your website or in an online folder (Google, Dropbox), so people can download the materials.
- Meeting participants must have a way to participate in the meeting, which includes voting. Refer to your bylaws for any special requirements, such as secret voting. An online system should allow you to offer polling that does not disclose how the participants voted. The selection items on your poll will probably be: “in favour”, “not in favour”, and “abstain”. Participants will be instructed to select one of the options.
- You will also need to offer a means for people to ask questions and to respond to motions. For smaller meetings, it is possible to unmute participants’ phones to let them speak and be heard.
- However, it is generally better to ask people to type their questions and comments into a chat window, as it can quickly become unwieldy watching for raised hands and muting and unmuting phone lines. The chairperson or presenter can read aloud the questions and comments as not everyone may see this information on their computer screens.

## Scheduling Your Annual General Meeting

- Many of us hold AGMs in the spring, following the long-established pattern of holding the meetings within 6 months of fiscal yearend. However, that requirement changed with the new Societies Act:

## Division 2 — General Meetings and Annual Reports

### Annual general meetings (section 71)

- - Subject to subsections (2) and (3), the directors of a society must call annual general meetings so that **an annual general meeting is held in each calendar year.** ([source](#))

So, it is possible to delay your AGM, but make sure you do not run afoul of another requirement:

## Division 2 — Financial Statements

### Financial statements (section 35)

- - The directors of a society must present the following to the members at each annual general meeting:
    1.
      1. financial statements prepared in accordance with this section;
      2. the auditor’s report, if any, on those financial statements.
  - The financial statements referred to in subsection (1) (a) must be prepared in relation to the period
    1. beginning,
      1. if the society has not yet completed a financial year, on the date the society was incorporated under this Act, or
      2. if the society has completed a financial year, immediately after the end of the preceding financial year, and
    2. **ending not more than 6 months before the annual general meeting at which the financial statements are to be presented.** ([source](#))
- It might be better to keep your AGM on a typical schedule but, if you want to delay your usual schedule, consider the effect it will have on your directors’ terms. Some of the terms will be lengthened and others, when you come around to the next 2021 AGM, will be shortened. Consider the unintended consequences.
- Always, refer to your by-laws to know your responsibilities and use the Societies Act ([here](#)) as a “second opinion”.

## Membership and Quorum

- You will need to know who joins the meeting and how many of them are active members (or qualify for participation in the AGM).

Some platforms require participants to enter their name, organization and email address. You can cross reference this list with your membership list.

If someone joins the AGM who is not eligible to participate, you will need to ask them not to take part in the polling.

In confirming your quorum, you can refer to your membership list and the number of eligible participants you have checked off.

- For a lot of organizations, reaching a quorum can be tricky, and attendance might be lower for a virtual meeting (because you are not offering free food or entertainment). Solicit your directors, volunteers and key stakeholders to join the meeting, so that you are confident you will have a quorum when the time comes.

## **Agenda**

- A well-constructed agenda is one of the best ways to maintain control of a meeting. Avoid meeting items that open up debates or conversations (meetings can derail in “other business”). Check your bylaws for items that must be covered during the meeting.
- Stay close to the business of an annual general meeting, which is to review the past fiscal year. Avoid future conversations. Which is where AGMs sometimes derail.
- Follow closely and do go off on tangents and do not let anyone take you away from the agenda item.
- Follow basic meeting protocols. For example, get a motion approved and seconded before going into discussion (best practice is to never allow a discussion start until the motion is seconded). Be willing to “call the motion” if the comments are not contributing to a productive conversation. Make sure everyone can participate and do not allow one or two to dominate.

## **Motions**

- Because most AGMs are routine and the basic proceedings repeat from year to year, you might want to pre-determine who makes motions and who seconds. This will simplify the process, allowing you to focus on the discussion and the call for acceptance. (There is nothing devious about this, as making and seconding motions is the process to propose an idea for discussion. The decision-making process – the vote – is not circumvented.)
- Monitor the percentage of ‘in favour’ votes, especially for resolutions as they likely have a higher threshold.

## **Nominations**

- If your bylaws do not restrict nominations ‘from the floor’, it is typical practice to ask three times if anyone wants to stand for nomination.

In this case, ask the nominee to “raise their hand” or to type into the chat window. For each nomination from the floor, you may want to ask someone to second the addition to the nomination slate. Remember, the New Societies Act puts into place new requirements for directors (Part 5 — Management, Division 1 — Directors of the Societies Act).

- Before the meeting, you will have prepared a poll with the names on your nominations slate. You will need to add names to the poll if there are further nominations from the floor. Remind participants the maximum number of names they can select on the poll.
- With luck, you will confirm your slate by acclamation, avoiding the bother of a nominations poll.

### **Recording the meeting**

- Appoint a secretary (or maybe even two) whose job is to only document the meeting (without the distractions of managing the platform). This person should ask clarifying questions if they are not absolutely certain what occurred (for example, they missed the name of the person making a motion).
- You may want to take screen shots of poll results, if you feel it is necessary to have proof of the results.
- The online platform can also record the entire meeting for you (although that will not take the place of typical minutes).

### **Rules of Thumb**

- It holds true for any meeting, the more prepared you are, the more smoothly the meeting will run.
- Transparency is key – let people know what you are doing and why. Even if it is a little unorthodox, people are generally understanding if they feel they are treated appropriately. On the other hand, do not apologize for what you do.
- Make sure participants are able to comment, ask questions and vote. These are fundamental to a proper annual general meeting.
- Do not rush through the meeting. People will be unfamiliar with the system and they may be slow at typing. Take a breath and give people time.
- Have a copy of your by-laws on hand. Before the meeting, make a note of key requirements: What is a quorum? Who can vote? Any special requirements?
- Plan for everything. Don't let the lack of quorum to get in your way of a successful. Plan for the quorum.
- Make sure the meeting leaders have printed copies of the agenda, finances and reports. If something happens to the visual display, you will still want to carry on with the meeting.
- The most successful meetings are managed with chairpersons who know exactly how the meeting should unfold – with quiet confidence, they follow the agenda and know how to navigate motions. But most meetings precede without such a chairperson. So, do as the actors and musicians do, practice with a dress rehearsal.