



## Meetings of Members

**Last Reviewed:** May 2023

**Reviewed by:** LFNP Contributors

**Time to Read:** 8 minutes

This Fact Sheet provides information about holding meetings of a non-profit in British Columbia.

### Annual General Meeting (AGM)

The Societies Act requires that every non-profit hold an annual general meeting (AGM) once per calendar year.

The Registry can provide an extension to the non-profit if it has been unable to do so. There may also be special rules from time to time, such as those during the pandemic. A non-profit does not need to hold an AGM in the calendar year during which it was incorporated.

Best practice is for non-profits to hold their AGM on a date that falls within six months following the last day of the non-profit's fiscal year (see below). This date allows members to review and accept the full and complete financial statements for the previous year, as well as discuss the non-profit's activities of the previous year. Another reason for this suggested AGM timing is that the financial statements are meant to be presented to members within six months of the end of the financial year.

The non-profit's financial statements must be presented at the AGM. The members of the non-profit must vote to accept, as presented, the non-profit's financial statements and, if the non-profit has an auditor, the auditor's report. This vote does not mean that members approve the financial statements: that is the job of the Board.

The non-profit must also deal with any matters that are required to be dealt with at an AGM as set out in the non-profit's bylaws. For example, many non-profits' bylaws state that director elections must occur at the AGM. However, these minimum requirements do not limit what non-profits may do at an AGM. For example, some non-profits use AGMs to gain member input on programs and report on key activities for the year.



A non-profit must file an Annual Report every year, 30 days after the AGM is held. If a non-profit fails to file an Annual Report two years in a row, the Registrar may take steps to dissolve the non-profit.

## **Notice of an AGM**

A non-profit's bylaws can require the notice be sent to members anywhere between 7 and 60 days before the AGM. Many bylaws use 14 days as that was the previous Society Act standard. If a non-profit's bylaws do not specify a notice period, the default in the Societies Act is between 14 and 60 days before the AGM. Days means business days, not calendar days. The calculation of days means 14 days is actually 17 days.

The best way to send AGM notices is the method that will be easy, flexible, and convenient. For most non-profits, the best and most convenient method is via email. For non-profits with more than 250 members, it is also permitted (and may be easier) to post the notice about the AGM on the non-profit's website. Best practice would be to do both ie., send an email and post on the website.

## **Voting**

A non-profit's bylaws may state that members are only eligible to vote when certain conditions are met. Some non-profits only let members vote if they have been members for at least 30 days, are in good standing, or have paid membership dues. A non-profit should keep track of who is (and is not) eligible to vote in its Register of Members. If a non-profit has more than one class of members, it must have at least one class that is voting members.

## **Electronic Meetings**

Electronic meetings are meetings where members use technology to virtually participate in the meeting without being present in-person. Virtual includes telephone, internet video calls, and other methods of communication that allow all members to fully participate in the business of the meeting. Email, on the other hand, does not allow full participation.

Electronic meetings are allowed by the Societies Act however it is best practice to ensure that there is specific language in the bylaws to allow for them. Best practice is to amend the bylaws if they do not allow for electronic meetings of members.



## How to Conduct a Meeting

A non-profit decides which decision-making procedures are most appropriate to meet the non-profit's needs. For example, Robert's Rules of Order are a very popular set of rules for running meetings.

These rules describe who runs the meeting (chairperson) and how things get decided (motions and voting). Many non-profit's bylaws say that they "may" use Robert's Rules of Order for meetings. Some say they "shall" use those rules which means it is mandatory. Robert's Rules can be tricky to use and are not needed to have a productive meeting.

There are many different types of rules to help run meetings (see our Helpful Links page, Meeting Rules).

## Quorum

One of the key requirements of holding a general meeting is to have a quorum. Quorum is the minimum number of voting members present required in order to conduct the business of the non-profit. Unless the non-profit's bylaws state otherwise, the Societies Act sets quorum at three voting members. The bylaws may be amended so that quorum is greater than three voting members.

## Meeting Resolutions

Resolutions (motions) passed at a general meeting of a non-profit can authorize conduct in future years, such as a yearly donation that increases by a set amount each year. However, the current members of the non-profit can seek to have any ordinary resolution repealed if the circumstances no longer warrant continuing the practice.

## Special Resolution

A special resolution is required when the result will have particular impact on the structure or ethics of the non-profit. The Societies Act sets out when a special resolution is required:

- the constitution or bylaws of the non-profit are altered
- a member or director is removed from the non-profit or disciplined
- other significant financial changes, such as liquidation, sale or leasing of assets



If a general meeting will discuss matters relating to a special resolution, the text of the special resolution for the meeting must be provided with the notice of the general meeting.

A special resolution is passed at a general meeting by receiving 2/3 of the votes cast by present voting members unless otherwise specified by the non-profit's bylaws. The Act provides that the bylaws can increase the threshold of required votes needed for a Special Resolution (up to 100% or unanimity) except in cases dealing with the removal of directors.