

Annual Meeting Resource

This resource is meant to assist skating clubs with the running of their annual meeting, formally referred to as an annual general meeting (AGM). This document will outline key people and their roles within an annual meeting along with proper processes for clubs to follow.

Your club by-laws stipulate the governing principals and processes your club needs to follow. This resource will provide clarity and insight into those processes already established in your club.

General rules all organizations in Ontario must follow regarding annual meetings

According to the Ontario Corporations Act, an organization must hold a meeting of members within three months after their fiscal year end and may not exceed 15 months between meetings¹. The exact stipulations for when your club is to host a members meeting will be outlined within your club's by-laws and need to be followed.

What is the purpose of an annual meeting?

Your club's annual meeting is a yearly meeting of the organization's members to acknowledge the previous season's achievements and the organization's operations. Information to be presented at the meeting includes:

- a) Review and approval of the minutes from the past year's annual meeting
- b) Committee reports
- c) Presentations of the past year's financial statements
- d) Ratification of any board amendments to the by-laws throughout the past year
- e) Discussion and voting on any other newly proposed amendments to the by-laws
- f) Election/acclamation for the board of directors².

Be sure to reference your by-laws for any other specific items to be included in the agenda for your annual meeting.

Key Players

There are four main people or groups of people that play a part in your club's annual meeting

1. *Chair*
2. *Vice-Chair*
3. *Secretary*
4. *Directors/members* of the organization

Each of these people have obligations to fulfill before or during the annual meeting.

The Chair

The Chair of the annual meeting is the person who will preside over the meeting³. Usually your club President acts as the Chair of the annual meeting. Duties of the Chair during the meeting include (but not limited to):

- 1) being prepared and versed in the agenda items for the meeting,

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3-Perry, H, & Perry, S (2004). *Call to Order* (2nd ed.). Kanata, Ont.: Big Bay Publishing Inc.



- 2) confirming that the meeting is properly constituted (quorum has been achieved),
- 3) opening and closing the meeting according to the agenda,
- 4) ensuring the meeting is being conducted in accordance with the club's by-laws and policies (specifically the rules of order used by the club to conduct meetings),
- 5) ensuring members are given the opportunity to express their opinions but also limiting discussion to only matters within the scope of the meeting,
- 6) deciding when there has been enough discussion on each motion and
- 7) calling for votes and declaring the results of said votes³.

On the day of the meeting, the Chair is responsible for ensuring that the meeting is inclusive, follows the agenda and stays on time. It is important for the Chair to remain impartial throughout the meeting and provides a fair and equal opportunity for all members to speak³. It is important to note that "passing of the chair" is not a recommended practice. As soon as the Chair enters a discussion on a specific topic, they are no longer impartial. As the President usually holds the office of Chair of the annual meeting it is recommended that if there are issues in which the President wishes to speak about at the annual meeting that the Vice-Chair preside over the entire meeting.

The Vice-Chair

The Vice-Chair of the annual meeting is usually your club's Vice-President. If the Chair is not able to fulfill their duties, the Vice-Chair assumes the post. As previously mentioned, if the President of the club wishes to speak on specific topics, the Vice-President should assume the role of Chair for the meeting³.

The Secretary

The Secretary plays a vital role during AGMs and is responsible for recording all information at the meeting. They must be able to record, in writing, all ideas expressed, decisions made and actions taken at the meeting. The Secretary also plays a large role in the preparation for annual meetings, including

- 1) preparing and distributing the notice of meeting along with the agenda for the meeting to all entitled members via the method prescribed in your club by-laws (electronic versus physical mail),
- 2) collecting all reports to be presented at the meeting and ensuring they have been copied and circulated at the commencement of the meeting, and
- 3) taking notes of the proceedings of the meeting so the minutes can be drafted promptly after the meeting³.

The Secretary must compile all information discussed and voted on at the annual meeting and succinctly record the minutes. All motions with the names of the mover and seconder of the motion along with the outcome of the vote of the motion are vital to include in the minutes. It is also important to record the decisions that are made and not the discussion around the topic. Some key points can be included, but full discussions should not be noted in the minutes. Notes taken during the meeting could include shorthand citations which can easily be forgotten if the minutes are not recorded promptly³; therefore, prompt transcription of the minutes is vital.

Important note on the rights to minutes:

The minutes of an annual meeting are to be made available to anyone who had the right to attend and vote at the meeting, meaning all members of the club are entitled to the minutes of the annual meeting. Only directors should have access to board meeting minutes³.

Members/Directors

The key stakeholders in any club are the members, and members have responsibilities when it comes to the annual meeting too. It is the responsibility of all voting members and directors to read any of the material provided before the meeting and to arrive to the meeting on time. All members and directors should be ready to participate in the meeting, whether this means participating in the discussions or just being prepared to participate in voting on motions. All members and directors should ensure they are

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speaking in a courteous manner and allow for discussion from other members. If you disagree with something, disagree with the idea or motion presented, not the individual³.

Guidelines for your Annual Meeting

As previously stated, your club should be referencing the by-laws for specific information on items and processes for your annual meeting. Important notes to consider when preparing and executing your annual meeting include the *notice of meeting*, *quorum for the meeting*, *agenda*, and the *election and voting methods*.

Notice of Meeting

Unless otherwise stated in your club by-laws, the notice of meeting will be sent in writing to all members of the organization one (1) month prior to the meeting. The notice should include the club's name along with the date, time and location of the meeting. Either the slate of candidates for election or the deadline for nominations for the election should also be included in the notice of meeting.

Information regarding proxies at the annual meeting need to be outlined in the notice. It should be stated in the notice if your club does not allow for members to carry proxies. For those clubs whose by-laws allow for proxies to be held, ensure to request that all proxies be received in writing to the board and confirm the number of proxies a member can hold.

The business to be conducted at the meeting (the agenda) should also be included in the notice of meeting. The method of communication (physical mail or email³) should be outlined in your club by-laws.

Quorum

In advance of the meeting, your club's board should confirm what constitutes quorum (the minimum number of members needed to be present at the meeting). Your club by-laws will prescribe a percentage of the membership that needs to be represented at the meeting³. The recommended percentage of the membership for quorum should be 10%, but some organizations may require a higher percentage. Please reference your club's by-laws for what is required at your meeting. The meeting shall not be called to order and commence until quorum has been met³.

Agenda

The agenda for the annual meeting is a list of the items of business to be conducted at the meeting. The agenda sent with the notice of meeting remains tentative until it has been approved by the membership once the meeting has been called to order. The order of items on the agenda should be followed and discussion should stick to the items listed. If a member presents an item not on the agenda, the discussion should be tabled. You can follow up on the matter with the member outside of the meeting³.

"Other Business" is an item many clubs include on their agenda. At the beginning of the meeting and prior to approving the agenda, members wishing to discuss a topic in the "Other Business" section should move to amend the agenda to include said topics. This will help to prevent the meeting from continuing on for longer than necessary. Approving all "Other Business" at the top of the meeting will allow for discussions on the approved topics only and will help to wrap up that section of the meeting³.

Sample Agenda:

2020 ABC Skating Club Annual Meeting Agenda

1 Skating Rink Drive, Skatesville, ON

Room #2

Wednesday, May 6, 2020

7:30 – 8:30 pm ET

- 1. Call to Order*
- 2. Verification of delegates and proxies*

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3. Confirmation of quorum
4. Approval of the Minutes of the 2019 ABC Skating Club Annual Meeting
5. Presentation of Reports
 - a. President Report
 - b. Treasurer Report
 - c. Program Report (CanSkate, StarSkate, SynchroSkate and CanPowerSkate)
6. Amendments to the By-Laws
7. Ratification of the Board actions
8. Board Election
9. Meeting Termination

Elections and Voting Methods

Your club by-laws will outline the process for nominating a member for the board and the actual voting process that will occur at the annual meeting. In most cases, a member is voted to the board at the annual meeting, then the directors of the board will elect the directors to the positions on the board at the first board meeting proceeding the annual meeting.

Important note for nominations:

The Sport sector is moving towards a competency-based board structure. Clubs should consider inviting or nominating members of the community who are not necessarily current members of the club. A person who has professional experience in a desired area has the ability to best manage a certain aspect of the club (i.e. a local accountant would be an ideal candidate for the role of treasurer). An accountant has professional experience in finance that would be of benefit to your club. They would gain board experience to include on their resume and have the opportunity to give back to the community. Clubs should reference their by-laws on who can be nominated to the board as some require the nominee to be a current member.

Voting methods for the election of directors at the annual meeting will be outlined in your club by-laws. Voting by secret ballot is a normal practice amongst skating clubs. Your club needs to ensure that ballots and pens are provided for members and that a private area is set up where members can cast votes. A scrutineer (a non-voting observer of the meeting) should be appointed in accordance with your club by-laws. The scrutineer will report the count of votes to the Chair who will read out the elected candidates³.

In conclusion...

Your club's annual meeting is a forum for the board to provide information to the members about the organization's operations over the last year. Questions and concerns can be raised throughout the meeting, but, the annual meeting is not a forum for public complaints or grievances. If a member has a specific complaint they wish to be addressed, they should follow the Complaint and Dispute Resolution policies and procedures for the club.

Lastly, remember that your club directors are volunteers! They are volunteering their time to ensure there is a club for members to be able to participate in the sport of figure skating.

Addendum

For the year of 2019/2020, the means of conducting members' meetings and the time frames for meetings have changed and apply to all incorporated organizations in Ontario.

- 1) Electronic meetings are now permissible for all organizations regardless of what your current by-laws state. You must ensure that all participants have a means to contribute to the conversation and the ability to vote.

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- 2) The deadline for when your meeting needs to be held has been extended. The extension is defined as 90 days after the State of Emergency has been cancelled by the Government of Ontario, even if your by-laws state otherwise. For clubs whose original year end was March 31, you would have needed to host your meeting by June 30; but, the deadline has now been extended to when the State of Emergency has been cancelled, plus 90 days. At the time of release (April 15, 2020) the State of Emergency was still in place.

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