

**ISAO INFORMATION BULLETIN (ISAO IB)**  
**Annual Meeting of Members Guide – Short Form**  
**25 January 2018**

**References:** ISAO IB - Annual Meeting of Members Guide – Long Form  
[Canada Not-for-profit Corporations Act](#) Statutes of Canada (S.C.) 2009 Chapter (c.) 23  
Articles of Continuance (of ISA Ontario)  
ISAO BY-LAW NO. 1 30 April 2014  
ISAO Policies and Procedures  
Robert’s Rules of Order

**Note:** Long Form contains all relevant Act, By-law, Policies and Procedures, etc. quotes. Short Form contains descriptive text only.

**A. Governing Documents**

The hierarchy of governing documents of an organized body is as follows:

**Laws of the Land:**

The laws of the land have the highest precedence and include: Federal and Provincial laws and Municipal Bylaws. The most pertinent law governing ISAO Annual Meetings of Members is the Canada Not-for-profit Act. (NFP Act)

**By-law:**

The Corporation’s Bylaw covers the essential procedural aspects of meetings. This is ISAO By-Law No. 1.

**Policies and Procedures:**

The ISAO Policies and Procedures document adds a further layer to ISAO By-law No.1, but is junior to the By-law. Either the By-law or the Policies and Procedures document should note the use of Robert’s Rules of Order. (This should be added.)

**Rules of Order:**

A book on rules of order, referred to in the By-law or Policies and Procedures would apply in all cases where the legislation, the By-law and the Policies and Procedures are silent. The latest edition of *Robert’s Rules of Order Newly Revised* is currently the 11<sup>th</sup> edition.

**Note:** *For the 2019 Meeting* an ordinary resolution should be considered amending our Policies and Procedures to establish Robert’s Rules of Order as the ISA’s adopted rules for meetings – Members’ Meetings, Directors’ Meetings and all committee meetings. This would constitute “special business” requiring advance notice to the members as outlined in section F below. An article in Ontario Arborist should be provided in the Jan/Dec issue to explain the matter to the members.

## **B. Requirement to Hold Annual Meeting of Members**

*Note: The term “Annual General Meeting” (AGM) has been used in the past. With our transition to the new Canada Not-for-profit Act, we should transition to the term “Annual Meeting of Members” in order to be using the same language as does the Act and our By-law. This will help prevent any confusion in the future.*

*An Annual Meeting of Members must be held each year and must be held no more than six (6) months after the end of the last financial period. As the ISAO’s financial year ends on 31 December of each year, the Annual Meeting of Members must be held no later than June 30 of each year.*

## **C. Location of Meetings of Members**

*Meetings of Members must be held in Ontario.*

## **D. Providing Notice to Members of a Meeting of Members**

*Each member entitled to vote must be given notice of an annual meeting of members either in writing by mail, courier or personal delivery during a period of 21 to 60 days before the meeting or by telephone, electronic or other communication facility during a period of 21 to 35 days before the meeting.*

*For example, the date of the 2018 Meeting of Members is 15 February. Notice of Meeting appeared in the Ontario Arborist (OA) December/January 2018 issue. This issue must have been received by members between 27 December 2017 (60 days before meeting) and 25 January 2018 (21 days before meeting.) As members received this OA prior to 27 December 2017, it does not constitute official notification. The next OA mag would need to be received by members on or before 25 January 2018 to constitute official notification.*

*If notification via OA is not workable, a mail-out to all voting members can be conducted in the period of 60 to 21 days before the meeting date.*

*Finally, if each member can be contacted electronically, notice can be sent in a period of 21 to 35 days before the meeting. (Likely, however, ISAO does not have electronic contact data for all voting members.)*

## **E. Annual Financial Statements at Annual Meeting of Members**

*The ISAO is required to have annual financial statements prepared and to make them available to members. The ISAO may, instead of sending copies of the annual financial statements to the members, publish a notice to its members along with its notice of annual meeting of members stating that the annual financial statements are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail or electronically.*

*The Annual Financial Statements must include data on the financial year just ended and of the year prior. For example, at the 2018 Meeting of Members, the Financial Statements for year ending 31 December 2017 will be presented; and included on those statements will be the complete (comparative) data from the year ending December 31, 2016.*

*The Annual Financial Statements must be approved by the Board of Directors and this approval must be signified by the manual signature of one or more directors on the statements. The approval must occur prior to the Financial Statements being published in the Annual Meeting Booklet; and prior, therefore, to the meeting.*

*The Annual Financial Statements must be accompanied by the report of the public accountant who reviewed the statements.*

#### **F. Notice of Special Business**

*Note: A “special resolution” is distinct from “special business.” All “special resolutions” are “special business” but not all “special business” is a “special resolution.”*

*“Special Business” includes all business transacted at an annual meeting of members, except consideration of the financial statements, public accountant’s report, election of directors and re-appointment of the incumbent public accountant.*

*Notice of a meeting of members at which special business is to be transacted must:*

- *state the nature of that business in sufficient detail to permit a member to form a reasoned judgment on the business; and*
- *state the text of any special resolution to be submitted to the meeting.*

#### **G. Determining Voting Members List**

*The ISAO has only one class of members who are all voting members. This is members of ISAO. Whether or not ISAO members also hold ISA International membership is irrelevant.*

*ISA International members who are not also ISAO members may not vote. ISA Certification, Qualification, etc. does not qualify a person to vote.*

*Only current members of ISAO may vote. Each member is entitled to one (1) vote.*

#### **H. Membership Terminated**

*Members whose membership is terminated or expired (dues not paid within 60 days of the membership renewal date) are not authorized to attend meetings of members; nor are they allowed to vote or participate at meetings.*

## **I. Setting Record of Members Date**

*The Board of Directors should approve a policy to set the record date for members entitled to receive notice of and attend meetings of members. (This is two separate dates.) It is recommended that the meeting notification record date be set at 60 days prior to the Annual Meeting of Members and the record date for members voting at a meeting be set as the meeting date itself. (A check is required on the administrative feasibility of this.)*

*Where no record date is set, the record date is the close of business day immediately preceding the date on which notice is given. Under such a circumstance, this is also the record day for those entitled to vote.*

## **J. Absentee Voting at Members' Meetings**

*The ISAO has no system in place for absentee voting such as mailed-in or electronic ballots. Neither does the ISAO have a system of delegating or proxy voting. Therefore, only members who are present may vote.*

## **K. Meeting of Members – Persons Entitled to be Present**

*Only ISAO members may be present at a Meeting of Members. However, professional required to be in attendance may be invited by the Chair to attend. As well, the Chair may invite any other persons to attend. Finally, a member resolution passed by the members (50% plus 1 vote) can also authorize any others to attend, but not to vote.*

*Non-members are not entitled to participate in the meeting, but may be invited by the Chair to contribute their views or professional opinions as the Chair may deem appropriate and useful to accomplish the purpose of the meeting and discussion.*

*New ISAO members can attend even if they were not on record when notice of meeting was sent out.*

## **L. Meeting Chair**

*The ISAO President chairs the meeting.*

## **M. Quorum**

*The quorum for ISAO Annual Meetings of Members is 10 voting members present. At the beginning of the meeting, the Chair should note that a quorum is present, perhaps including the number of voting members present, assuming that it is feasible to hold a count as voting cards are issued.*

## **N. Voting**

*Voting is conducted by a show of hands (voting cards) unless ballot is demanded by a voting member (all ISAO members are voting members) at the meeting.*

*Any question, excepting special resolutions, will be passed by a majority of votes cast. The chair only votes in the case of a tie.*

*Except where a ballot is demanded, the fact of the chair declaring the results of the vote (passed or not) and that declaration being entered into the meeting minutes becomes the evidence of that vote without requiring the recording of numbers.*

## **O. Appointment of Accountant**

*An accountant must be appointed by ordinary resolution (a majority of votes) at a Meeting of Members. If not so done, the incumbent accountant remains until dismissed or another is appointed. Remuneration may be also set by resolution, and where it is not set, it falls to the Board of Directors to do so. Usually the resolution to appoint the accountant includes empowering the Board to determine remuneration. The term of appointment is for the period between annual meetings. The appointment is annual.*

*The resolution should specify if the accountant is to conduct a “review” or an “audit.” (ISAO has always required a review only.)*

*The appointed accountant must be qualified as a professional accountant in Ontario and must be independent of the ISAO, its affiliates and of the officers and directors of the ISAO.*

*Where the accountant resigns or for whatever reason becomes unavailable in between Meetings of Members, the Board must immediately fill the vacancy.*

*An ISAO member or director can give written notice to the accountant to attend a meeting of members. In such a case, the accountant must attend and the accountant’s expenses must be covered by the ISAO.*

*The accountant has the right to attend the annual meeting and be heard on matters relating to their duties and to do so at the expense of the ISAO.*

## **P. Audit or Review**

### **Note: To resolve prior to the 2019 Meeting of Members**

*The Act requires that certain organizations conduct an “audit” rather than a “engagement review.” (often termed simply a “review”) The Board should request the Treasurer to study the matter and report back and, perhaps, seek a professional opinion on the matter.*

*A “designated corporation” only requires a review, but the members can require an audit. “Non-designated” corporations must have an audit performed. “Designation” is determined by the source of funding (public, members only, donations/grants) and by annual revenues and accumulated assets, including funds.*

## **Q. Ordinary Resolutions**

*A member may make any proposal at an Annual Meeting of Members. If the matter constitutes “special business.” that proposal must be made sufficiently in advance for the ISAO to meet the requirements of giving members notice. (See Section F for data on notice of special business.) The Notice, at the request of the member proposing, can include the member’s name and a statement by the member in support of the proposal. The member can be required to cover the cost of providing notice.*

*The Directors can determine that a member proposal not be included in a Meeting of Members where:*

- *The proposal is not submitted in time to provide required notice to members*
- *The proposal is clearly intended to address a personal complaint of the person against the ISAO or its officers and directors*
- *The proposal does not relate in a significant way to the business of the ISAO*
- *The matter is intended to create publicity*
- *Where rules have been so set (ISAO has not); the matter has been considered and rejected by the membership in a prescribed period earlier (such as the last meeting of members)*

*A member can nominate for election a Director or Directors in advance of the meeting if the proposal includes the signatures of 50% plus 1 of exiting members. (This is not “special business” and therefore does not require notice.)*

*In accordance with Robert’s Rules of Order, any resolution presented as a Members Meeting requires a seconder.*

*A member is entitled to discuss, at the Meeting of Members, any matter which could have been submitted as a proposal.*

## **R. Special Resolutions**

*A “special resolution” is a resolution proposed at a Meeting of Members that requires a majority of no less than two-thirds (2/3) of the votes cast on that resolution.*

*A special resolution is required to change the Articles of Continuance: Corporation name; Province of registration; minimum and maximum number of directors; Statement of purpose of the corporation; Restrictions on activities if any (ISAO has none); Classes or groups of member (ISAO has one class of members only); Statement of distribution of property on liquidation; and additional provisions ((ISAO is not-for-profit; Directors are not compensated except for expenses).*

*A special resolution is required to make any amendments to Section 2- Membership – Matters Requiring Special Resolution of the ISAO By-law No.1. This includes any changes that may affect membership rights and conditions as describes in the Act 197(1)€, (h) (l), or (m). As well the By-law provision for providing Notice of Members’ Meeting (2.02) also requires a special resolution.*

*Although the Board of Directors usually would originate special resolutions, a member may propose a special resolution. It must be submitted in advance in order that the notice requirements can be met. Member proposed special resolutions must be included at Member Meetings and must be included in meeting notices. (see Section F of this document for information on meeting notice.)*

## **S. Election of Directors**

*The minimum number of Directors ISAO may have is three (3) and the maximum is twenty (20).*

*The number of Directors is set by ordinary resolution of the members (requiring a vote of 50% plus 1). The members may also pass an ordinary resolution empowering the Directors to set the number of Directors.*

**Note: For the 2019 Meeting**, an ordinary resolution setting the number at eleven (11) or empowering the Directors to set the number should be forwarded. This would constitute "special business" requiring advance notice to the members as outlined in section F above. An article in Ontario Arborist should be provided in the Jan/Dec issue to explain the matter to the members.

*All Directors are elected for a three (3) year term.*

**Note: For the 2019 Meeting** an ordinary resolution should be considered allowing for the election of Directors with a shorter term. This may be desirable as a rotation of Directors (1/3 being replaced/re-elected each year) is desirable and where Directors have left before their term has expired, this rotation will be disrupted. Election for less than a three-year term would correct that situation. This would constitute "special business" requiring advance notice to the members as outlined in section F above. An article in Ontario Arborist should be provided in the Jan/Dec issue to explain the matter to the members

*Any member may nominate someone as a Director at a Meeting of Members. A person need not be an ISAO member to be nominated and elected as a Director.*

**Note: For the 2019 Meeting** an ordinary resolution requiring that a person must be a current member of ISAO in order to be nominated and hold office as a Director should be presented to the membership. This would constitute "special business" requiring advance notice to the members as outlined in section F above. An article in Ontario Arborist should be provided in the Jan/Dec issue to explain the matter to the members

*A person can be disqualified from being a director if:*

- *They are less than eighteen (18) years of age*
- *They have been declared incapable by a court in Canada or elsewhere*
- *They are currently in the status of a bankrupt*

*A nominated person who is present at the Meeting of Members where they are nominated can refuse the nomination and therefore would not be a director. The act of not refusing is deemed approval under the Act. In practice, we ask the individual in the meeting if they will stand for election, as this is less confusing than noting they "did not refuse."*

*A person need not be present at the Meeting of members to be nominated and elected. However, they need to either agree in writing before the election within the prescribed period (this would need to be set somehow) or act as a director (by attending a meeting) in order to be considered a director.*

*Elections of directors is accomplished by ordinary resolution (50% plus 1). In practice, this is accomplished by simply eliminating candidates who receive fewer votes than those who make up the required number to be elected. The Chair typically requires a secret ballot, which right he has as does any member. (see Section N: Voting, above)*

*Any member can nominate someone as Director. In accordance with Robert's Rules of Order, a nomination must be seconded.*

## **T. Election of President- Elect and Appointment of Officers**

*The President-Elect is an officer of the ISAO.*

*In accordance with the By-law, All officers are appointed by the Board. This is in place in order to simplify processes such as having to elect officers separately.*

*However, the membership still maintains decision on the President-Elect through the ISAO Policies and Procedures formal document. Under this procedure, the President-Elect is elected as a Director and President-Elect simultaneously for a three (3) year term in an election prior to the Directors vacancy election being held.*

*Anyone can be nominated and seconded from the floor as President-Elect. In the case of more than one person being nominated, seconded and accepting the nomination, an election would be held. It is normal for the President chairing the meeting to require a secret ballot for elections. In the case of only one person running, that person is declared elected by acclamation.*

*As soon as possible following the Meeting of Members where a President-Elect is elected, the Board meets and in accordance with the Policies and Procedures, appoints the President-Elect, President and Immediate Past-President. In accordance with the Policies and Procedures, a President -Elect is to be appointed President in their second year and Immediate Past-President in their third year of office. This is not discretionary.*

*Other officer positions (Vice-President, Treasurer and Secretary) can be appointed at the Board's discretion and ideally would be so done in the same meeting where the President-Elect is appointed.*