

ISAO INFORMATION BULLETIN (ISAO IB)

Annual Meeting of Members Agenda

7 December 2020

References: [ISAO IB - Annual Meeting of Members Guide – Short 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 \(Revised 21 February 2019\)](#)
[ISAO Policies and Procedures](#)

A. Requirement to Hold Annual Meeting of Members

The term “Annual General Meeting” (AGM) has been used in the past. With the transition to the new Canada Not-for-profit Act in 2014, the ISAO transitioned to the term “Annual Meeting of Members” in order to be using the same language as does the Act and the ISAO By-law.

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.

B. Location of Meetings of Members

Meetings of Members must be held in Ontario.

C. 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.

This notification is typically via the Ontario Arborist magazine. If this is not workable, a mail-out to all voting members would be conducted in the period of 60 to 21 days before the meeting date.

If each member can be contacted electronically, notice can be sent in a period of 21 to 35 days before the meeting.

D. 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 2019 Meeting of Members the Financial Statements for year ending 31 December 2018 were presented and included on those statements was the complete (comparative) data from the year ending December 31, 2017.

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 distributed to members, including being published in the Annual Meeting Booklet and prior, therefore, to the annual meeting of members.

The Annual Financial Statements must be accompanied by the report of the public accountant who reviewed the statements. Typically, the ISAO makes the Financial Statements available on its web page well before the AMM and informs its members by e-mail when this is done.

E. Notice of Special Business

Note: A “special resolution” is distinct from “special business.” All “special resolutions” are “special business” but not all “special business” requires a “special resolution.” “Special Resolutions” are required as specified in the By-law and require a two-thirds majority to pass. For example, changing By-law Section 2.01 - Membership Conditions requires a special resolution.

“Special Business” includes all business transacted at an annual meeting of members, except consideration of standard agenda items, namely: financial statements, public accountant’s report, election of directors and re-appointment of the incumbent public accountant. (See Standard Agenda sample below.)

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.

In other words, either the Board of Directors or any member submitting special business to be considered at an AMM must provide notice that would be posted along with the notice of meeting to all members as noted in Section C above. This ideally is provided the first week of

November in order to be included in the Dec/Jan Ontario Arborist - the magazine issue that is typically used to provide written notice of the AMM to all members.

Members initiating special business are encouraged to provide as much advance notice as possible to the Board of Directors in order to allow for consultation that may help clarify and inform any potential resolutions.

F. Agenda

See the following sample Standard Agenda.

STANDARD AGENDA

**Annual Meeting of Members
International Society of Arboriculture – Ontario Chapter
7856 Fifth Line South
Milton, Ontario L9T 2X8**

Date:

Place: Anytown, Ontario

- 1) President's Call to Order and Remarks
- 2) Introduction of Board of Directors
- 3) Procedural Announcements

Declaration of Quorum: The required quorum for the AMM is 10 (ten) members.

- 4) Approval of the Agenda

Note: Any additions to the agenda cannot include any motions that involve Special Business. Special Business is any business outside of consideration of financial statements, public accountant's report, election of directors and re-appointment of the incumbent public accountant. Any Special Business that has been included along with the AMM Notice of Meeting will be on the agenda. This rule is in place to ensure that members have sufficient time (at least 21 days) to consider special business prior to the meeting itself.

- 5) Acceptance of the Minutes from the prior year's Annual Meeting of Members.
- 6) Special Business (See note in 4 above)
- 7) Reports
 - a. President's Report
 - b. Finance Report (presented by Treasurer)
 - i. Approval of previous year's Financial Statements
 - ii. Approval of the accounting firm for the current financial year
 - c. ISA International Report – Council of Representatives (CoR) representative
 - d. Committee Reports
- 8) Elections
 - a. President Elect
 - b. Directors
- 9) Appointment of Returning Officers (for elections)
- 10) New Business

This can be announcements, statements of concern or requests to the Board but cannot involve new (special) business that requires members' voting on motions. (see 4 above)
- 11) Announcements
- 12) Motion for Adjournment