QUICK GUIDE · ANNUAL GENERAL MEETINGS

Running an AGM

MINNIKIN
GOVERNANCE FOR STRATEGIC ADVANTAGE

TYPICAL AGM AGENDA

1. Call to order and land acknowledgement
2. Confirmation of notice and quorum
3. Appointment of scrutineers (and parliamentarian, if used)
4. Approval of the agenda
5. Approval of the minutes of the last AGM
6. Chair's and CEO's reports
7. Presentation of the financial statements and auditor's report
8. Appointment of the auditor or reviewer for the coming year
9. Special resolutions and bylaw amendments
10. Report of the nominating committee
11. Election of directors
12. Other business (only items properly on notice)
13. Adjournment

WHO DOES WHAT

- **Chair:** runs the meeting, rules on order, stays neutral.
- **Secretary:** confirms notice and quorum, records motions and results.
- **Scrutineers:** independent people who count votes and report the result.
- **Auditor or reviewer:** attends to present the report and answer questions.
- **Parliamentarian:** optional advisor on procedure for larger or contentious meetings.

TIPS FROM EXPERIENCE

- **Line up movers and seconders ahead of time** for every routine motion, and brief them on the wording.
- **Use different people for each motion.** The AGM has several purposes, so spreading the roles shows broad support and keeps more members involved.
- **Script the Chair** word for word for each motion, vote and result.
- **Plan for questions:** decide who answers on finances, nominations and operations.
- **Leave time for members** to ask questions and connect. It builds trust and future volunteers.

WHAT THE AGM IS FOR

The annual general meeting is how the board accounts to the members. At a minimum, members usually **receive the financial statements**, **appoint the auditor or reviewer** and **elect directors**, and may vote on bylaw changes or other special business.

PLANNING TIMELINE

8–10 weeks out	Confirm the date against your bylaws and governing Act. Book the venue or virtual platform. Confirm who will chair.
6–8 weeks out	Issue the call for nominations. Board approves the audited or reviewed financial statements.
Notice deadline	Send the formal notice of meeting within the window your bylaws and Act require, with the full package.
1–2 weeks out	Close nominations, prepare ballots, confirm scrutineers, test voting technology, draft the Chair's script.
Day of	Register members, check eligibility and proxies, confirm quorum before calling to order.

THE AGM PACKAGE

- Notice of meeting: date, time, place or link, and how to vote
- Agenda
- Minutes of the last AGM
- Annual report and financial statements, with the auditor's or reviewer's report
- Slate of nominees and their bios
- Full text of any special resolutions or bylaw amendments
- Proxy form and instructions, if your bylaws allow proxies

Members receive the financials.
The board approves the financial statements. Members receive them and ask questions; they do not re-approve them.

No surprises on the day.
Only business in the notice can be decided. New issues go to the board for follow-up.

Your rules come first
Your governing Act, articles and bylaws set the notice period, quorum, voting thresholds and whether proxies or electronic voting are allowed. Check them before anything else.

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AGM Motions & Elections

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MOTIONS YOU WILL USUALLY NEED

Motion	What to say	Vote
Approve the agenda	"I move that the agenda be approved as circulated."	Majority
Approve last year's minutes	"I move that the minutes of the [year] AGM be approved."	Majority
Receive the financial statements	"I move that the financial statements for [year] be received."	Majority
Appoint the auditor or reviewer	"I move that [firm] be appointed auditor for [year]."	Majority
Waive the audit, if permitted	"I move that the members waive an audit for [year] and appoint [firm] to conduct a review."	Check Act*
Amend the bylaws	"I move the special resolution set out in the notice."	Special*
Close nominations	"I move that nominations be closed."	Majority
Destroy the ballots	"I move that the ballots be destroyed."	Majority
Adjourn	"I move that the meeting be adjourned."	Majority

RUNNING THE ELECTION

1. Nominating committee presents the slate and confirms nominees are eligible and willing.
2. Chair calls for nominations from the floor, if the bylaws allow them.
3. If seats equal nominees, the Chair declares them elected by acclamation.
4. If contested, candidates may speak briefly; members vote by ballot or secure e-vote.
5. Scrutineers count and report to the Chair, who announces the result.

VOTING BASICS

- **Ordinary resolution:** a simple majority of votes cast.
- **Special resolution:** usually two-thirds of votes cast. Needed for bylaw and articles changes.
- **Proxies:** only if your bylaws allow them. Check each one at registration.
- **Abstentions** are not votes cast, unless your bylaws say otherwise.
- **The Chair** usually votes only to break a tie, if the bylaws allow.

Virtual and hybrid AGMs

Confirm your bylaws and Act allow them, give clear joining and voting instructions in the notice, and test the platform for identity checks, secret ballots and questions from members.

AFTER THE AGM

- Board meets right after the AGM to elect officers and confirm committees.
- File annual returns and director changes with your registry on time.
- Update the register of directors and the bank signing authorities.
- Circulate draft minutes to the board; members approve them at next year's AGM.
- Orient and onboard new directors.

COMMON PITFALLS

- Notice sent late or to the wrong list
- Starting before quorum is confirmed
- Members "approving" the financial statements
- Deciding business that was not in the notice
- Bylaw changes passed by simple majority
- No independent scrutineers for a contested vote

After adjournment: open the floor

Once the formal AGM is adjourned, it is a good time for a robust, interactive discussion that engages every member present. Robert's Rules are not needed here: keep it informal, with a facilitator making sure everyone is heard. No binding decisions can be made after adjournment, so capture ideas for the board to follow up.

* Thresholds, waiver of audit, notice periods and proxy rules depend on your governing legislation (for example, the Canada Not-for-profit Corporations Act or your provincial Societies or Companies Act) and your bylaws. When in doubt, check before the meeting, not during it.

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