

Province of British Columbia
Guide 8: How to Conduct an Annual General Meeting

Guide 8: How to Conduct an Annual General Meeting (“AGM”)

1. Attending the General Meeting

A strata corporation can create a bylaw which permits people to attend a meeting by electronic or other means, as long as the method of communication permits all persons to communicate with each other.

Under the Standard Bylaws:

- tenants or occupants, regardless whether they are eligible to vote, can attend the AGM;
- persons not eligible to vote can participate in discussions if permitted by the chair; and
- persons who are not eligible to vote may be required to leave the AGM if a resolution is passed by majority vote to exclude them.

Disclaimer: the guides are periodically reviewed and updated by the Office of Housing and Construction Standards as per the date in the footer below.

The guides are provided for the reader's convenience; they are not a substitute for professional advice including legal advice. Please note: the Standard Bylaws can be amended.

2. Taking Minutes

Throughout the AGM, a person must:

- take minutes; and
- record the results of all votes in the minutes.

3. Determining if There is a Quorum

Business can only be conducted at an AGM if there is a quorum of voters. Determining if there is a quorum of voters at the AGM requires following these steps:

- review the strata corporation's bylaws to determine the number of voters needed to constitute a quorum. Under the Standard Bylaws, quorum is established when:
 - there are eligible voters present at the meeting either in person or by proxy who hold 1/3 the of strata corporation's total votes; or
 - if there are fewer than four strata lots or four owners , there are eligible voters at the meeting in person or by proxy who hold 2/3 of the strata corporation's total votes.
- count the number of eligible voters at the meeting who are present in person or by proxy;
- determine if the number of eligible voters at the AGM are sufficient to form a quorum;

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- unless the bylaws provide otherwise, if no quorum is present at the AGM within a ½ hour from its start, the AGM is automatically adjourned to the same day, time and place in the following week;
- if the meeting is automatically adjourned due to a lack of quorum, and on the second meeting date, there is still no quorum present within one half hour from start of the meeting, then the eligible voters present in person or proxy constitute a quorum.

4. **Order of Business**

Under the Standard Bylaws, business at the AGM shall be conducted in the following order:

- certify proxies and corporate representatives and issue voting cards;
- determine whether there is a quorum;
- elect a person to chair the meeting, if necessary;
 - meetings must be chaired by the president of the strata council; or
 - if the president is unwilling or unable, then the vice-president of the strata council acts as chair; or
 - if neither president nor vice-president are willing or able to act as chair, then the eligible voters should elect a chair from amongst the persons present at the meeting.
- present to the meeting proof of the Notice of Meeting or the Waiver of Notice;
- approve the agenda;
- approve the minutes of the last annual or special general meeting;
- deal with unfinished business;
- receive reports of council activities and decisions since the previous annual general meeting, including reports of committees;
- ratify any new rules made by the strata corporation;
- report on insurance coverage;
- approve the budget for the coming year;
- deal with new business;
- elect a strata council; and
- terminate the meeting.

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5. **Rules of Order**

Strata corporations who wish to use parliamentary rules of order to govern the conduct of general meetings may want to seek advice on how to incorporate rules of order with the bylaws, in compliance with the *Strata Property Act*.

Rules of order include: *Robert's Rules of Order*, *Bourinot's Rules of Order* and *Merriam-Webster's Rules of Order*.

6. **How to Decide Matters on the Agenda**

Matters on the agenda are decided by a majority vote, unless the Act or Regulations require otherwise.

The wording of a resolution requiring a $\frac{3}{4}$ vote as circulated with the Notice of Meeting can be amended only if such changes are not substantial and the changes are approved by a $\frac{3}{4}$ vote prior to the resolution being voted on.

7. **Reconsideration of a $\frac{3}{4}$ Vote**

If a resolution requiring a $\frac{3}{4}$ vote was passed at a general meeting by persons holding less than 50% of the votes in the strata corporation, then the strata council cannot implement the resolution for one week unless such action is needed to ensure safety or prevent significant loss.

Any $\frac{3}{4}$ vote passed by persons holding less than 50% of the votes must be retaken, if--- within one week of the general meeting---persons holding 25% of the strata corporation's votes demand a special general meeting to reconsider the resolution.

For example:

- a strata corporation has persons who hold a total of **120** votes;
- under the Standard Bylaws, in order to have a quorum, the strata corporation would need eligible voters holding a minimum of **40** votes ($\frac{1}{3}$ of 120 total votes) either in person or by proxy. In this example, **51** votes are present, more than the minimum of 40 votes required for a quorum.
- The resolution needs to pass by $\frac{3}{4}$ vote. The $\frac{3}{4}$ vote is determined by those who vote for or against the resolution. It is not determined by the votes present, as abstentions are not counted. At this meeting a total **44** votes were cast; either for or against the resolution; with **33** votes in favour. The resolution passed by the required $\frac{3}{4}$ vote (33 out of 44).

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- However, the **33** votes in favour of the resolution are less than **50%** or **60** of the total number of **120** votes. So the strata corporation must wait one week to implement the resolution because the resolution could be overturned. A vote must be retaken, if---within one week of the general meeting---persons holding at least **30** votes (i.e. 25% of the overall 120 votes in the strata corporation) demand a special general meeting to reconsider the resolution.

Example of Reconsidering a Resolution Passed by a $\frac{3}{4}$ Vote

Total # of votes in the strata Corp.	50% of the strata corp's votes	Quorum: 1/3 of total votes in the strata corporation	# of votes present in person or by proxy	# of votes for or against the resolution	# of votes In favor of the resolution	$\frac{3}{4}$ vote passed?	Did persons voting in favour hold less than 50% of strata corp's votes?
120	60	40	51	44	33	Yes, 33 out of 44 is 75 %	33 < 60 Votes Wait one Week

8. Bylaws and the Second Annual General Meeting

For a bare land strata, or an all-residential strata, no amendment may be made to the bylaws, before the second annual general meeting, without unanimous consent at an annual or special general meeting. At the second AGM and subsequently bylaws may be changed by the usual $\frac{3}{4}$ vote.

References:

Sections of the Act: 35, 48-51, 128, 154

Standard Bylaws: 25, 26, 28