

**II.B.6 Annual General Meeting (AGM) and Annual Reports:****Division 2 — General Meetings and Annual Reports****Annual general meetings**

- 71** (1) Subject to subsections (2) and (3), the directors of a society must call annual general meetings so that an annual general meeting is held in each calendar year.
- (2) A society is not required to hold an annual general meeting in the calendar year in which the society is incorporated.
- (3) On the application of a society made on or before December 31 of a calendar year in which an annual general meeting of the society must be held under subsection (1), the registrar may authorize the society, on any terms the registrar considers appropriate, to hold the annual general meeting on or before a specified date that is not later than March 31, or if a later date is prescribed, that later date, in the following calendar year, in which event
- (a) the meeting must be held on or before the date specified by the registrar, and
  - (b) if the meeting is held in accordance with paragraph (a) of this subsection, the meeting is deemed, for the purposes of this Act, to have been held in the preceding calendar year and not in the calendar year in which the meeting is actually held.

**Deemed annual general meeting**

- 72** (1) An annual general meeting is deemed, for the purposes of this Act, to have been held in accordance with section 71 if
- (a) the matters that must, under this Act or the bylaws, be dealt with at that meeting, including the presentation under section 35 (1) [*financial statements*] of the financial statements and auditor's report, if any, to the members, are dealt with in a resolution, and
  - (b) all of the voting members consent in writing to the resolution on or before the date by which the annual general meeting must be held under section 71.
- (2) If an annual general meeting is deemed to have been held under subsection (1),
- (a) the meeting is deemed to have been held on the date on which the last voting member consents to the resolution referred to in that subsection or on any later date, specified in the resolution, that falls on or before the date by which the annual general meeting must be held under section 71, and
  - (b) the requirements under this Act and the bylaws in respect of calling, giving notice of and holding the annual general meeting are deemed to have been met.

**Society must file annual report**

- 73** (1) A society must, within 30 days after an annual general meeting is held, file with the registrar an annual report that includes the date on which the meeting was held.
- (2) Unless subsection (3) applies, if a society fails to hold an annual general meeting in a calendar year as required under section 71 (1) [*annual general meetings*], the society must file with the registrar, on or before January 31 of the calendar year following the calendar year in which the meeting was required to be held, an annual report indicating that an annual general meeting was not held.

- (3) If the registrar specifies under section 71 (3) a date on or before which an annual general meeting must be held and if, contrary to section 71 (3) (a), an annual general meeting is not held on or before that date, the society must, within 30 days after that date, file an annual report indicating that an annual general meeting was not held.
- (4) If each of the annual reports of a society for 2 consecutive calendar years indicates that an annual general meeting was not held, the registrar may send to the society a notice that the society may be dissolved under section 214 [*involuntary dissolution by registrar*] unless the society
  - (a) holds an annual general meeting in the calendar year in which the notice is sent, and
  - (b) indicates in an annual report filed with the registrar for that calendar year that the annual general meeting referred to in paragraph (a) of this subsection was held.

### **Other general meetings**

**74** Subject to section 71 [*annual general meetings*], the directors of a society may at any time call a general meeting.

### **Requisition of general meeting**

**75** (1) In this section:

**"requisition threshold"** means

- (a) 10% of the voting members of a society, unless paragraph (b) applies, or
- (b) if the bylaws of the society provide for a percentage lower than 10%, that percentage;

**"requisitionists"** means the voting members referred to in subsection (3) (b).

(2) Voting members of a society may requisition the directors to call a general meeting for the purposes stated in the requisition.

(3) A requisition under this section

- (a) may be made in a single record or may consist of several records in similar form,
- (b) must contain the names of, and be signed by, not fewer than the number of voting members that constitutes the requisition threshold for the society,
- (c) must state, in 500 words or less, the business to be considered at the meeting, including any special resolution the requisitionists wish to have considered at the meeting,
- (d) must be delivered to the delivery address, or mailed by registered mail to the mailing address, of the registered office of the society, and
- (e) must be sent to each individual listed in the society's register of directors.

(4) Promptly after a society receives a requisition mailed or delivered under subsection (3) (d),

- (a) the directors must call a general meeting, to be held within 60 days after the date of the society's receipt of the requisition, to consider the business stated in the requisition, and
- (b) notice of the meeting, accompanied by the text of the statement referred to in

subsection (3) (c), must be sent.

- (5) A society, or a person acting on behalf of a society, does not incur any liability merely because the society or person complies with subsection (4) (b).
- (6) If, within 21 days after the date of the society's receipt of a requisition, the directors do not call a general meeting, a majority of the requisitionists may call the meeting.
- (7) general meeting called under subsection (6) must be
  - (a) called within 60 days after the expiry of the 21 day period referred to in that subsection, and
  - (b) called and held in the same manner, as nearly as possible, as a general meeting called and held by the directors except that notice of the meeting must be sent to every director as well as to every member.
- (8) Unless otherwise resolved by ordinary resolution at the general meeting called under subsection (6), the society must reimburse the requisitionists for the expenses actually and reasonably incurred by them in requisitioning, calling, and holding that meeting.

#### **Location of general meeting**

- 76** (1) Subject to subsections (2) to (4), a general meeting must be held in British Columbia at the location provided for in the bylaws or, in the absence of such a provision, at the location in British Columbia that the directors determine.
- (2) A general meeting may be held at a location outside British Columbia if
    - (a) the bylaws do not provide for a location in British Columbia at which the meeting must be held, and
    - (b) the meeting is held
      - (i) at a location outside British Columbia that is specified in the bylaws, or
      - (ii) in the absence of such specification, at a location outside British Columbia agreed on by every voting member before the meeting.
  - (3) If a general meeting is a partially electronic meeting, subsections (1) and (2) apply to the location where persons attend the meeting in person.
  - (4) If a general meeting is a fully electronic meeting, subsections (1) and (2) do not apply to the meeting.

#### **Notice of general meeting**

- 77** (1) Written notice of the date and time and, if applicable, the location of a general meeting must be sent to every member of the society
- (a) at least
    - (i) 14 days before the meeting, unless subparagraph (ii) applies, or
    - (ii) the number of days before the meeting specified in the bylaws, if the number of days so specified is at least 7 days, and
  - (b) not more than 60 days before the meeting.
- (2) Notice of a general meeting of a society that has more than 250 members is, if permitted by the bylaws, deemed to have been sent under subsection (1) if
- (a) notice of the date and time and, if applicable, the location of the meeting has been sent, to every member of the society who has provided an email address to the society, by email to that email address, and

- (b) notice of the date and time and, if applicable, the location of the meeting
  - (i) is published, at least once in each of the 3 weeks immediately before the meeting, in one or more newspapers identified in the bylaws, or
  - (ii) is posted, throughout the period commencing at least 21 days before the meeting and ending when the meeting is held, on a website that is maintained by or on behalf of the society and is accessible to all of the members of the society.
- (2.1) If a general meeting is an electronic meeting, the notices under this section must also contain instructions for attending and participating in the meeting by telephone or other communications medium, including, if applicable, instructions for voting at the meeting.
- (3) The accidental omission to send notice of a general meeting to a member, or the non-receipt of notice by a member, does not invalidate any proceedings at the meeting.

### **Notice of special resolutions**

**78** Notice of a general meeting must include the text of any special resolution to be submitted to the meeting.

### **Waiver of notice**

- 79**
- (1) A member of a society may, in any manner, waive the member's entitlement to notice of a general meeting or may agree to reduce the period of that notice.
  - (2) Attendance of a member at a general meeting is a waiver of the member's entitlement to notice of the meeting unless the member attends the meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

### **Powers of court respecting general meetings**

- 80**
- (1) On the application of a member or director of a society, the court may order that a general meeting be called, held and conducted on the notice, on the date, at the time, at the location or in the manner the court directs,
    - (a) if it is not feasible to call, hold or conduct the meeting on the notice, on the date, at the time, at the location or in the manner required under this Act or the bylaws, or
    - (b) for any other reason the court considers appropriate.
  - (2) The court may order that the quorum under section 82 [*quorum*] be varied or dispensed with at a meeting called, held and conducted under this section.

### **Members' proposals**

- 81**
- (1) In this section:
    - "**proposal**" means a notice sent under subsection (2) to a society;
    - "**proposal threshold**" means
      - (a) 5% of the voting members of a society, unless paragraph (b) applies, or
      - (b) if the bylaws of the society provide for a percentage lower than 5%, that percentage, but in either case, not fewer than 2 members.
  - (2) Voting members of a society may send to the society a notice of a matter that the members

propose to have considered at an annual general meeting.

- (3) A proposal must contain the names of, and be signed by, not fewer than the number of voting members that constitutes the proposal threshold for the society.
- (4) A society that receives a proposal at least 7 days before notice of the annual general meeting is sent must include, with that notice,
  - (a) the proposal,
  - (b) the names of the members submitting the proposal, and
  - (c) one statement in support of the proposal, if the members submitting the proposal request that the statement be included with the notice.
- (5) A proposal, or, if a statement is provided under subsection (4) (c), the proposal and statement together, must not exceed 200 words in length.
- (6) A society, or a person acting on behalf of a society, does not incur any liability merely because the society or person complies with subsection (4).
- (7) A society is not required to comply with subsection (4) if substantially the same proposal was considered at a general meeting held in either of the 2 previous calendar years before the calendar year in which the annual general meeting referred to in that subsection is to be held.

## **Quorum**

- 82** (1) Subject to subsections (3) and (4), the quorum for the transaction of business at a general meeting is
  - (a) 3 voting members, unless paragraph (b) of this subsection applies, or
  - (b) if the bylaws provide for a quorum greater than 3 voting members, that quorum.
- (2) The bylaws of a society may, for the purposes of subsection (1) (b), provide for a quorum that is greater than 3 voting members, by doing either of the following:
  - (a) specifying the number of voting members that constitutes a quorum;
  - (b) requiring that the quorum be calculated as a specified percentage of voting members or on another basis.
- (3) If a society has fewer voting members than the quorum provided for in subsection (1), the quorum for the transaction of business at a general meeting is all of the voting members.
- (4) The bylaws of a society may provide that if a general meeting is adjourned until a later date because a quorum is not in attendance, and if, at the continuation of the adjourned meeting, a quorum is again not in attendance, the voting members in attendance constitute a quorum for the purposes of that meeting.

## **Participation in general meeting by telephone or other communications medium**

- 83** (1) Unless the bylaws of a society provide otherwise, a person who is entitled to participate in a general meeting may do so by telephone or other communications medium if all of the persons attending the meeting are able to participate in it, whether by telephone, by other communications medium or in person.
- (2) If a society holds a general meeting that is not an electronic meeting, the society is not obligated to take any action or provide any facility to permit or facilitate the use of any communications medium at the meeting.
- (2.1) If a society holds a general meeting that is an electronic meeting, the society must permit and facilitate participation in the meeting by telephone or other communications medium.

- (3) If one or more members of a society vote at a general meeting in a manner contemplated by this section, the vote must be conducted in a manner that adequately discloses the intentions of the members.

### **Division 3 — Voting**

#### **Right to vote**

- 84**
- (1) A member of a society has the right to vote unless the member is a member of a class of members who, under the bylaws, do not have the right to vote.
  - (2) A voting member of a society has only one vote.
  - (3) Subject to subsections (4) and (5), a voting member of a society may, without restriction, exercise the right to vote on every matter.
  - (4) The bylaws of a society may
    - (a) restrict the voting rights of a voting member who is not in good standing within the meaning of the bylaws, or
    - (b) provide that only voting members having a specified attribute have the right to elect or appoint certain directors.
  - (5) The bylaws of a society may authorize
    - (a) indirect or delegate voting, or
    - (b) voting by mail or another means of communication, including by fax, email or other electronic means.
  - (6) If the bylaws of a society authorize voting by a method referred to in subsection (5), the bylaws must set out rules respecting how that voting is to occur.

#### **Proxies**

- 85**
- (1) A voting member of a society may not appoint a proxy holder unless permitted to do so by the bylaws of the society.
  - (2) An appointment of a proxy holder
    - (a) must be in writing and must comply with any other requirements set out in the bylaws,
    - (b) is, unless the bylaws provide otherwise, valid only at the meeting for which the appointment is given or at any adjournment of that meeting, and
    - (c) may be revoked at any time.
  - (3) Unless the bylaws provide otherwise, a proxy holder must be a member of the society and may be an individual under the age of 19 years.
  - (4) Unless limited in the appointment, a proxy holder stands in the place of the voting member appointing the proxy holder and can do anything that member can do, including propose and second resolutions, participate in the discussion and vote.