



Instruction Guide 8

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

Important Notice: This Instruction Guide has been prepared by the Superintendent of Real Estate to provide information about the *Strata Property Act* (the “Act”). This is only a guide to certain parts of the Act and Regulations. Please consult the Act and Regulations to determine the complete and precise requirements of the Act and Regulations. In addition, please remember when reviewing statements about the Standard Bylaws, that they may not apply until January 1, 2002 and even when they do apply, they may have been amended or removed if the strata corporation has filed bylaw amendments in the Land Title Office. Please check all filed bylaw amendments to determine whether and how the Standard Bylaws may have been amended.

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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.

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 in person or by proxy who hold $\frac{1}{3}$ the of strata corporation's total votes; or
 - there are eligible voters at the meeting in person or by proxy who hold $\frac{2}{3}$ of the strata corporation's total votes, if there are fewer than four strata lots or four owners.
- 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;
- unless the bylaws provide otherwise, if no quorum is present at the AGM within a $\frac{1}{2}$ 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**

The Standard Bylaws provide that 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.

5. **Rules of Order**

Strata corporations may wish to use parliamentary rules of order to govern the conduct of general meetings. Commonly used 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 ¾ Vote**

If a resolution requiring a ¾ 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 ¾ vote passed by persons holding less than 50% of the votes can 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 **120** votes;
- in order to conduct business and vote on resolutions at a general meeting, the strata corporation would need persons who hold **40** or more of those votes to constitute a quorum of voters;
- if there were persons holding **44** or more votes at the general meeting, the strata corporation could conduct business and vote on resolutions, as this number is greater than the quorum;
- a resolution needing to be passed by a ¾ vote would need **33** out of the **44** votes to pass;
- however, **33** votes are less than **60**, which is **50%** of the total number of **120** votes; so
- the vote must be retaken if within one week of the general meeting, persons holding **30** or more votes demand a special general meeting to reconsider the resolution.

Reconsidering a Resolution Passed By A ¾ Vote

Total No. of Votes in the Strata Corp.	50% of the Strata Corp's Votes	No. of Votes Present In Person or By Proxy	No. of Votes In Favor of the Resolution	¾ Vote passed? 33/44= 75 %	Did Persons Voting in Favor Hold Less Than 50% of Strata Corp's Votes 33 < 60 Votes
120	60	44	33	Yes	Wait one Week

References:

Sections of the Act: 35, 48-51, 154
Standard Bylaws: 25, 26, 28