

## ANNUAL GENERAL MEETING PLANNING TOOL

### 1. Requirements under the Societies Act

The society must hold an annual general meeting (AGM) once in every calendar year.

A society is not required to hold an AGM in the calendar year in which it is incorporated.

If the society cannot hold an AGM on or before 31 December of the calendar year in which it must hold an AGM, it may apply to the Registrar to hold the AGM at a later date.<sup>1</sup>

Financial statements for a period ending not more than 6 months before the AGM must be presented at each AGM.

It is recommended that an AGM be held within 6 months of the physician society's fiscal year-end (to avoid having to present interim financial statements).

### 2. AGM Planning and Preparation

The directors should hold a meeting or sign consent resolutions to:

- Approve the annual financial statements to be sent to the members and presented at the AGM.
- Authorize any two directors to sign the financial statements evidencing such approval.
- Approve the Report of the Directors that will go to the members.
- Determine if there will be any vacancies in director/officer positions.
- Set the date and location of the AGM and approve the form of notice that will be sent to the members, and include any materials.

### 3. AGM Materials

#### ***Before the AGM***

**Written AGM Notice:** To be sent by mail, fax, or e-mail no less than 14 days before the date of the meeting. Notice is sent to each member on the Register of Members and posted in the medical staff lounge at the facility. You cannot count the date of mailing or the date of the AGM in the calculation. For example, if the AGM date is 31 May, the AGM Notice must be sent on 16 May.

---

<sup>1</sup> The Registrar may authorize the society to hold its AGM on or before a specified date which will be no later than 31 March. (In this case, the AGM will be deemed to have been held in the preceding calendar year and not in the year in which it is actually held.)

If there is any special business to be brought before the AGM, please contact your legal counsel for advice on what information should be included in the notice.

**Annual Financial Statements:** Can be included with AGM notice to members. If the statements are audited, they must include the auditor's report. If they are not available to send out with the notice, they should be on hand for members to review at the meeting.

#### ***At the AGM***

**Agenda:** Should include at least:

- Draft minutes of previous meeting, if held, for approval.
- A report of the directors to the members.
- Presentation of the financial statement.
- Appointment of accountants or auditors, if any.
- Election/appointment of directors, if any.
- Changes to the Constitution and Bylaws, if any.

#### **4. Minutes**

Minutes should be drafted as soon as practicable after the meeting, to be approved at the next meeting of members. Once the minutes are approved, they should be signed by the chair and secretary of that meeting and filed in the minute book together with the financial statements as presented at the meeting.

#### **5. Filings with the Registrar of Companies**

Please provide copies of your AGM materials (including the minutes) to your registered and records office, including details of the names and addresses of the society directors.

The Annual Report must be filed online within 30 days of the AGM. Your registered and records office will be able to do this for you.

#### **6. Election of Officers**

The directors appointed or elected at the AGM should hold a meeting or sign a written consent resolution after the AGM to appoint (from among themselves) new officers for the next year as set out in the bylaws of the Physician Society. It is preferred that any physician elected to an office of the MSA be elected to the same office within the physician society.