

ANNUAL GENERAL MEETING

The annual general meeting (AGM) is a formal meeting of the general membership. All not for profit societies in BC are required to hold an AGM, and should be separate from the MSA AGM.

The AGM provides an opportunity to interact with members and update them on the important work the Physician Society, via its Board and the Working Group, has accomplished under the Facility Engagement Initiative. Typically, at the AGM, reports on finances and updates on ongoing work and plans for the year ahead are presented.

Fast Facts: AGMs

Where? To be determined by directors.¹

When? To be determined by directors.²

For efficiency, the Physician Society AGM should be scheduled and held the same day as the MSA AGM.

When these meetings happen, it is important to clearly indicate when the items set out in the Notice of Meeting for the Physician Society AGM (e.g., presentation of financials, appointment of directors from among the MSA executives or otherwise, special resolutions (if any) etc.) occur, and whether the resolutions (if any) have been voted on and passed.

How often? At least once in every calendar year.³

All Physician Societies have a fiscal year end of 31 March. Typically, the AGM is held after 1 July to allow time to account for year-end processing* and prior to 30 September so that the financial statements to be presented to members at the AGM are the year-end financial statements ending 31 March.

It is important to remember that, under the rules of the Societies Act, financial statements presented to members at an AGM must be for a period that has ended no more than 6 months prior to the AGM in addition to the most recent year end financials.[1] So, if a society holds its AGM between 1 October and 31 December, it will have to present year-end financial statements ending 31 March AND an additional set of financials (most likely Q1 financial statements ending 30 June).

**Please see [Year-end Guidelines](#) for further information on the FEMS financial year-end process.*

¹ See Section 3 of the bylaws.

² See Section 3 of the bylaws.

³ See Section 71 of the Societies Act.

Quorum	Five voting members.
Notice	No less than 14 days' written notice sent by mail, fax, or e-mail to all members. In addition, notice can be posted in the medical staff lounge at the facility. ⁴
What goes in the Notice?	<p>You must include the date, time and location of the AGM, and the text of any Special Resolutions to be passed.⁵ The Report of the Directors can also be included with the Notice (although it isn't mandatory).</p> <p>The financial statements, as approved by the directors prior to the AGM, should be available for review by the members at the meeting. If the Report of the Directors is not ready when the Notice needs to be sent out, it should at least be available for review by the members at the meeting.</p>
How should we run the AGM?	The chair calls the meeting to order and proceeds through each item indicated on the Notice. If there are any items that require a vote, the chair should ensure that the vote is properly tallied (e.g., if it is an Ordinary Resolution, by simple majority, if by Special Resolution, by a 2/3 majority) and that minutes are taken.
Voting	<p>One Voting Member (see how Voting Member is defined in the bylaws) = one vote (by show of hands)⁶</p> <p>Check the bylaws to see if voting by proxy is permitted.</p>
Electronic Participation	<p>Electronic participation is permitted if the bylaws allow it. Most of the Physician Societies were incorporated under bylaws that contain such a provision. It is recommended that any Physician Society that has yet to amend its constitution and bylaws to comply with the Societies Act adopt bylaws that specifically allow electronic participation.</p> <p>If electronic participation is permitted, it is up to the directors to use an electronic voting system that ensures members can reasonably participate and communicate their vote.</p> <p>It is recommended that, when a notice of an AGM or EGM (extraordinary general meeting) is sent to members, in addition to the business to be voted on at the meeting, it contain instructions on how the members can participate/vote electronically. This includes information on the platform being used, when to log in, how to vote, and any pertinent instructions.</p>
Chair	President ⁷
What must be on the agenda?	<p>An AGM will typically have the following items on the agenda:</p> <ul style="list-style-type: none"> • Approval of past AGM minutes. Have a copy on hand for members to review.

⁴ See Section 3 of the bylaws.

⁵ See Sections 77 and 78 of the Societies Act.

⁶ See Section 4 of the bylaws.

⁷ If absent, refer to bylaws Section 6.

- **The Report of the Directors.** This report is a summary of the events of the past year.
- **Presentation of the annual financial statements** (and presentation of interim financial statements if the AGM is held more than 6 months following the fiscal year-end of the Physician Society.) This is often done as a part of the **Report of the Directors.**
- **Setting the number of directors.** This is set by the members at the AGM (typically between 3 and 5, based on what is in your bylaws)
- **Appointment and election of directors.** Many Physician Societies simply mirror their MSA executive to be their directors. It is good practice for the MSA executives to be confirmed as the directors and officers of the Physician Society at the AGM (as indicated in the minutes). For Physician Societies whose directors are not part of the MSA Executive, the appointment or election of such directors should occur at the AGM (and indicated in the minutes, along with information as to which officer this director is)

An AGM *may* have the following items on the agenda:

- **Appointing the auditor.** If the Physician Society is required to have audited financial statements, the members must appoint an auditor at the AGM (in practice, this auditor would be chosen by the directors and confirmed by the members by ordinary resolution).
- Reviewing and passing any **special resolutions.**

What happens after the AGM?

After the AGM has been completed, please forward the meeting minutes to your lawyer so that they can be filed appropriately.

If a director was appointed/elected at the AGM, and that director was not present at the AGM where they were appointed/elected, a written consent to act as a director should be obtained. A template consent to this effect can be found among your online resources.

Please inform your Engagement Partner of any change to your directors as soon as possible for updates at the provincial office.

TOP TIPS FOR EFFECTIVE AGMS

Plan ahead: AGMs can take considerable time and effort to plan. Begin preparing for the AGM 3 to 4 months in advance by holding planning meetings, delegating accountability for tasks, and setting a timeline for deliverables.

The last meeting of directors before the AGM should approve the financial statements for presentation to the members, the directors report, as well as the notice of meeting. A template resolution to this effect can be found among your online resources.

Start with the end in mind: Begin by thinking about what you want the AGM to accomplish. Consider the following questions as a board, and use the answers to guide the development of the AGM agenda.

- *What do we want to accomplish?*
- *What do we want the meeting to feel like (e.g., formal, comfortable, accessible)?*
- *What do we want our members to know?*
- *What are we proud of as a board and what is on our mind for the year ahead?*

Design an intentional agenda: Based on the meeting goals and requirements, design the AGM in a way that allows ample time to cover:

- All items required by the Societies Act and the Physician Society bylaws.
- Specific items the board wants to share with members.

Get to the point: Ensure reports, especially on routine matters, are clear and concise so the AGM can be as efficient as possible and focus on what matters most to members.

Stay on track: Use prepared scripts to set the tone, stick to meeting protocol, and ensure nothing important is missed.

Socialize: Plan a short reception before or after the AGM to encourage members to discuss ideas with the board and Working Group members of the Physician Society.