



## **CONDUCTING an ANNUAL GENERAL MEETING of BCIA MEMBERS**

BCIA Provincial and Branch Annual General Meetings (“AGM”) of Members in good standing of BCIA should be conducted in accordance with the guidelines outlined below. The guidelines and suggestions included below should be followed as closely as possible for the conduct of all meetings of Executives and/or Members other than just the respective AGMs.

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All official meetings of BCIA are governed first by the enabling legislation followed by the current Bylaws and lastly by the current edition of Robert Rules of Order. All Members of BCIA or of a specific Branch respectively shall be provided with written notice of upcoming meetings (which can be provided by electronic means). At those meetings all Members are to be treated with tact, decorum and respect free from bias or prejudice and shall be given an opportunity to be heard in accordance with the enclosed Rules of Debate.

Generally, motions at an AGM should be made to determine and record the majority opinion of the Members present at the meeting and should be focused on substantive matters. Not every decision or action at a meeting requires a Motion. A majority is usually shown by a show of hands and in most cases is 50% plus 1 vote of the total number of voting Members physically present at the AGM. This is contrasted with regular Branch and Provincial Executive meetings at which attendance can be by conference call or other electronic means.

In-Camera sessions are to be used sparingly to encourage frank discussion on confidential matters. In the interest of transparency these types of sessions should not be used to restrict debate and all Motions passed in an in-camera session must be recorded in the minutes of the AGM.

All meetings, as much as is realistically possible, should follow the template agenda included below. This will ensure compliance with the governing legislation and increase consistency between the different Branches. Whenever possible the Executive Director of BCIA will be in attendance at the Branch AGMs to provide assistance with the conduct of the respective meeting if required. The Executive Director is also available at the BCIA head office during regular business hours to assist Branch Executives in the planning and delivery of their respective meetings.

## A) CONDUCTING an AGM

(should be used as a template for the AGM agenda)

1. **Registration-** Prior to the AGM, BCIA head office will provide to the respective Branch Executive a current list of Members in good standing that have been assigned to that specific Branch by BCIA head office. On the sign-in sheet the BCIA head office will also have listed the number of Members in good standing required to be in attendance to achieve quorum. Upon entry to the meeting room the Branch Executive will have each Member in attendance endorse their signature on the sign-in sheet as only those Members will be allowed to participate as voting Members in the AGM. It is the sign-in sheet that will be used to determine which and how many voting members are in attendance and thus whether quorum has been achieved. Guests should also be required to sign in so that there is a record of all persons in attendance.
2. **Call to Order:** Once the Chair believes that quorum is present the Chair calls the meeting to order but not before the start time of the meeting as listed in the meeting notice even if quorum is achieved prior to the stated start time. Chair then outlines any administrative matters (i.e. location of washrooms, parking issues etc.)
3. **Opening Ceremonies:** such as recognition of guests in attendance, acknowledgement of meeting on indigenous lands, national anthem etc. as determined by each respective Branch.
4. **Confirmation of Proper Notice and Quorum:** Chair outlines how proper notice was provided, and confirms the number of voting Members that are present and thus confirms whether quorum is present.
5. **Approval of Agenda** – Chair calls for any amendments then calls for a mover and seconder of a Motion to adopt the Agenda as amended. Chair conducts vote and announces decision.
6. **Approval of Minutes-** Chair calls for any corrections, additions, or clarifications of the minutes of the Branches previous AGM. Chair calls for Mover and Secunder of a Motion to approve the minutes as amended (if any), conducts vote and announces decision.
7. **Unfinished Business-** ( if any) -if there are any questions or matters from the previous AGM that were required to be acted upon, the responsible Branch Executive (i.e. Treasurer if the questions are financial, Secretary if the business is administrative etc.) speak to their respective unfinished business. Please do not use the title “Old Business” as that may imply that any past matter can be brought up again.
8. **Branch Executive Reports-** (Written Reports should have been submitted and distributed either with the original notice of the meeting or upon entry into the meeting room)
  - President
  - Branch Directors (if any)
  - Secretary
  - Articling Agrologist Coordinator
  - Professional Development Coordinator
  - Treasurer

Generally speaking a motion to “accept” or “adopt” any report presented at the AGM is no longer required. The minutes should simply note that “The following reports..... were received by the organization.” If any Motion is required within a specific report (such as for a specific expenditure) that

Motion should be made and voted upon at the end of the respective report. The Treasurer can put forward a Motion in the nature of a Budget request to Council for the subsequent fiscal year however actual budgets for each Branch are not expected from a Branch until after confirmation of the annual allotment to each Branch is confirmed by Council (usually by late January).

#### **9. Provincial Reports:**

- Provincial Counsellor
- BCIA Executive Updates- to be given by the Provincial Executive Director or that person's designate.

#### **10. Reports of any Special Committees, Task Forces or Projects**

**11. Motions from the Membership:** Each Branch is entitled to set its own rules respecting the submission of specific Motions for debate at the AGM. Some organizations require that Motions be provided in advance, notice of which is then placed within the Notice of the AGM provided to Members (this is the process currently required for the provincial AGM). Other organizations allow Motions to be made up to a certain time on the day of the AGM. Still others allow Motions to be brought at any time during the AGM. No matter what the time limits are this is the time in the AGM during which Motions provided in accordance with whatever time limits are required by the respective Branch are determined. Please note that whatever the time limits for submission are, the limits are applicable only to substantive motions and have no affect on the standard administrative Motions such as approval of the agenda etc.

**12. Election of Officers-**The specific process for these elections is specifically within the purview of each Branch and thus there may be differences between each respective Branch AGM. BCIA Bylaws however require that each Branch election guidelines meet , at minimum the following requirements:

- Adequate notice of the election is provided
- Adequate opportunity to nominate candidates (including self nominations) is provided;
- Adequate notice of the method of balloting, the date, time, and location at which ballots must be received;
- Only ballots of Members in good standing whom reside in that specific branch are counted;

Each Branch must elect the following positions:

- President Elect (as the previous President Elect moves automatically into the President position)
- Articling Agrologist Coordinator
- Professional Development Coordinator
- Treasurer
- Councillor (in the years that the current Branch Councillor term will expire)- Fraser Valley, Victoria and the Islands, Peace River and Vancouver for service in even numbered years( commencing on the date of the Provincial AGM); Okanagan, Kamloops, Kootenay Boundary and Cariboo Central Interior Branches for service commencing in odd numbered years.

Any position that has more than one nominee shall be determined by secret recorded ballot. As it is unknown until the AGM as to whether a ballot will be required some form of prepared blank ballot should be available at the meeting. The Members will appoint by Motion two scrutineers to run the respective election(s) who shall report the vote totals to the Chair who shall then announce the winner to the Members in attendance. A Motion shall then be voted upon by the Members to destroy the printed ballots which shall be acted upon immediately if the Motion is passed.

**13. Awards and Presentations:**

- Branch Recognition or long term service Awards;
- A.Ag Introductory Presentations (if any in attendance). Please note that special arrangements can be made by BCIA head office to accommodate those A.Ags which may have significant difficulty with public speaking ;
- Presentation of P.Ag. Certificates by current Branch President, (Branches in consultation with BCIA Head office should ensure that photographs of each individual presentation and a group photograph of all new P.Ags are taken and provided to BCIA head office).

**14. New Business:** (if any)- this is usually where additions to the Agenda not specifically related to an existing Agenda item and agreed to during the Motion to accept the Agenda are placed and debated.

**15. Announcements:** (if any)

**16. Adjournment:** Chair will state "Is there any further business?" Contrary to historical British practice the custom in Canada is that adjournment does require a formal Motion including a seconder to be passed by the Members.

**17. Follow up-** Copies of the draft minutes of the AGM must be made available within four (4) weeks of the respective AGM and a copy of which shall be provided to BCIA head office together with the photographs of the P/Ag certificate recipients.

## B) General Principles:

1. Conduct of all meetings of BCIA Council and Branch annual general meetings (AGM) are subject to the following provisions in descending order:
  - a) The Agrologists Act;
  - b) Bylaws of BCIA (including but not limited to The Code of Ethics to which all Members are bound); Please note that a new set of Bylaws are effective as of January 1<sup>st</sup>, 2018.
  - c) Policies and Procedures of BCIA
  - d) Branch Operating Procedures;
  - e) Roberts Rules of Order.
2. All Members in good standing of BCIA of each respective Branch present at a validly constituted meeting shall be given the opportunity to make, debate, and vote on Motions at meetings of their Branch.
3. Personal comments are always out of order and may constitute a breach of the *Code of Ethics* Sections 4(c) and/or (d) that require that Members to be treated with courtesy and respect at all times. A Member who breaches these sections could be subject to a complaint under the BCIA Bylaws.
4. A minimum number of voting Members (commonly known as “quorum”) must be present at the AGM. Once quorum is achieved it must be maintained throughout the entire meeting. Currently quorum for Branch AGMs is set at 10% of Members in good standing of BCIA of the respective Branch as of the date of the AGM. (*Quorum for the BCIA AGM is currently 5% of members in good standing throughout the province as of the February 15<sup>th</sup> prior to the AGM.*)
5. Notice of the respective AGM must be given to the voting members of the Branch at least 14 days before the date of the meeting either by mail, email or in person using the last address of the member known to BCIA. If quorum is attained at the respective meeting, notice is deemed valid even if some members did not receive notice within the required time period. (*Notice for the provincial AGM is 30 days*)
6. If notice of the meeting has been properly provided and a quorum is present then the meeting is validly constituted.
7. Members must be physically present to vote at an AGM. BCIA does not currently allow proxies to be granted by absent Members.
8. AGMS are chaired by the President of the respective Branch or the President Elect if the Chair is unable or unwilling to chair the meeting. If the President and President Elect are unable or unwilling to chair the meeting the immediate Past-President shall be offered the Chair of the meeting. If that person is also unable or unwilling to Chair the meeting another Member can be appointed as Chair by a majority vote of the Members present.
9. Except as outlined in this summary, decisions are determined by majority vote which is 50% plus one vote of all Members that vote on a motion. A rare exception to this is if the BCIA Bylaws or the Act specifically requires a percentage higher than a simple majority. Those members that do not vote are not counted in the calculation of 50% plus 1. Vote shall be by show of hands unless the vote is too close to make an accurate determination. In that scenario the Chair of the meeting shall conduct

a recorded vote by verbally counting the number of votes. It is advisable that a second person also count the votes with the Chair. If there is still dispute as to the count of the votes the Chair shall use the sign-in sheet provided from registration to call each Members name and record their respective vote.

10. Any decision of a Chair can be challenged from the floor by a Member. If so challenged the Member shall propose a Motion challenging the specific decision of the Chair which is then voted upon. If that Motion is approved the specific decision of the Chair is negated but that does not substitute a different decision. To do so another subsidiary Motion which lists the specific desired decision must be passed.
11. Although a Chair is not historically prohibited from voting a custom has developed in BCIA that a Chair is not allowed to vote on any Motion including a secret ballot vote except to break a tie vote.

### **C) PROCESSING a MOTION**

1. A motion at a duly constituted meeting can only be made, seconded, debated and voted on by Members in good standing of the respective Branch;
2. A member must be recognized by the Chair to make a motion. A common form of a motion is “I move that...”;
3. Another Member seconds the motion- the seconding Member is not required to be recognized by the Chair;
4. The Chair states the exact motion- “It is moved and seconded that \_\_\_\_\_. Is there any debate?”;
5. The Motion may be amended with the permission of both the original mover and the seconder of the original motion. If the proposed amendments are not accepted the original wording must be the motion that is voted upon. If the original motion is defeated then a new Motion using the suggested amended wording can be proposed, seconded and voted upon *but only* if the new motion is in compliance with the respective Branches’ time limits for the submission of motions ( see Section 11 of the agenda template above);
6. The pending motion is debated by the Members in accordance with the Rules of Debate outlined below;
7. Once debate is concluded the Chair states the exact wording of the Motion to be voted upon and puts the motion to a vote (“Call the question”). The affirmative vote is taken first followed by the negative. Although not historically required a common practice has developed in Canada and is adopted by BCIA that abstentions are then called for and recorded;
8. The Chair then announces the result of the vote (“The Motion is carried {or defeated}”).

## **D) RULES of DEBATE**

1. The Chair shall set the time limit for each speaker depending on the importance of the Motion. Usual time limit is between 2 and 4 minutes. A member is not allowed to transfer any unused speaking time to another Member.
2. Each Member who wishes to speak must first be recognized by the Chair. A decision by a Chair to not recognize a specific Member is a decision that can be challenged from the floor by way of a separate Motion. The mover of a Motion has the right to speak first; the mover is not allowed to speak against the Motion but may vote against it.
3. No Member may speak more than twice to the same Motion without the majority permission of the floor made by way of a new specific Motion to allow that individual to speak.
4. No Member is entitled to speak for the second time until all Members who wish to speak for the first time have had that opportunity.
5. Speakers must address their comments to the Chair NOT to the mover or seconder of the Motion. Debate must be limited to the merits of the specific Motion under discussion.
6. All Members who wish to speak to or against a Motion must declare if they are in or there are reasonable grounds to believe that there may be a perception that they are in a Conflict of Interest with respect to the wording, details or consequences of the Motion under debate.
7. The Chair shall close debate and call for a vote on the Motion if no Member seeks the floor or once every Member who wishes to speak has been given their two opportunities to do so. A Member from the floor can also request that the question be voted on ("call the question") however that does require the Member to move a new Motion to close debate that must be passed by a 2/3rds majority of the voting Members in attendance. If the 2/3rds majority is not obtained debate can continue until no further Members seek to speak or a new Motion to close debate is passed by the 2/3rds majority. Once the original Motion is called after debate is closed that Motion only requires the standard majority to pass.

## **E) "IN-CAMERA" SESSIONS**

1. An In-Camera session (officially known as an "Executive Session") refers to discussions between voting Members held in private after certain people have been excused or removed from the meeting;
2. This can occur at anytime during a meeting by a voting Member making a Motion to enter into an in-camera session and to have certain people (usually staff and guests) excluded from the session;
3. The Motion requesting an in-camera session must be voted upon and recorded in the same manner as any other motion;

Contrary to popular opinion, minutes of an in-camera session can be kept but the general practice is that only Motions passed in the in-camera session are recorded in the minutes of the full meeting.