

Annual Meeting of Members Information Bulletin

As we approach the conference, ISA Ontario is starting to prepare for our Annual Meeting of Members (AMM) and our transition into next year's annual cycle. Not sure what an Annual Meeting of Members includes? This Article includes some information on what we will go over at our upcoming meeting in February.

REQUIREMENT TO HOLD ANNUAL MEETING OF MEMBERS

An Annual Meeting of Members is a requirement under the not-for profit Act and must be held each year. It may be a requirement, but it is also a great way to provide the membership an update on membership business. It must be held no more than six (6) months after the end of the last financial period, as the ISAO's financial year ends on December 31st of each year, the Annual Meeting of Members must be held no later than June 30 of each year.

LOCATION OF MEETINGS OF MEMBERS

To ensure Members have proper notice of the Meeting, the locations is announced to the membership in advance as described below. Including the date, time and location. ISAO Meetings of Members must be held in Ontario and must be announced to the membership in advance.

PROVIDING NOTICE TO MEMBERS OF A MEETING OF MEMBERS

Each member entitled to vote must be given notice of an annual meeting of members either in writing by mail, courier or personal delivery during a period of 21 to 60 days before the meeting or by telephone, electronic or other communication facility during a period of 21 to 35 days before the meeting. This notification is typically via the Ontario Arborist magazine as well as email communication. If this is not workable, a mail-out to all voting members would be conducted in the period of 60 to 21 days before the meeting date. If each member can be contacted electronically, notice can be sent in a period of 21 to 35 days before the meeting.

ANNUAL FINANCIAL STATEMENTS AT ANNUAL MEETING OF MEMBERS

The ISAO is required to have annual financial statements prepared and to make them available to members. At the AMM, the financial statements will be reviewed and a motion to approve the financial will be on the agenda. The ISAO may, instead of sending copies of the annual financial statements to the members, publish a notice to its members along with its notice of annual

meeting of members stating that the annual financial statements are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail or electronically.

The Annual Financial Statements must include data on the financial year just ended and of the year prior. For example, at the 2024 Meeting of Members, the Financial Statements for year ending December 31st,2023 were presented; and included on those statements were the complete (comparative) data from the year ending December 31, 2022.

The Annual Financial Statements must be approved by the Board of Directors and this approval must be signified by the manual signature of one or more directors on the statements. The approval must occur prior to the Financial Statements being published in the Annual Meeting Booklet; and prior, therefore, to the meeting. The Annual Financial Statements must be accompanied by the report of the public accountant who reviewed the statements. Typically, the ISAO makes the Financial Statements available on the web page well before the AMM and informs its members by e-mail when this is done.

E. SPECIAL BUSINESS

During the AMM, there is ordinary business, which covers the routine matters that are transacted at every AMM annually and there is special business that includes matters that are exceptional and or are not part of the routine activities of the company. Examples of special business include altering the company's articles of association, changing the registered office of the company, or approving related party transactions. Depending on the nature of the special business, we will seek an ordinary or special resolution during the AMM by vote.

Each year in preparation for the AMM, we send a request for special business out to the membership. When we send out the final agenda, any special business submitted, must be included in the agenda as the membership must be notified in advance of special business to be discussed during the AMM. This ensures they have proper time to review the subject and is the main reason why we cannot accept topics for discussion that are brought up from the floor during the meeting.

Special business requests must include the following:

- state the nature of that business in sufficient detail to permit a member to form a reasoned judgment on the business; and
- state the text of any special business to be submitted to the meeting. In other words, either the Board of Directors or any member submitting special business to be considered at an AMM must provide notice that would be posted along with the notice of meeting to all members. This ideally is provided the first week of November in order to be included in the Dec/Jan Ontario Arborist - the magazine issue that is typically used to provide written notice of the AMM to all members. Members initiating special business are encouraged to provide as much advance notice as possible to the Board of Directors

in order to allow for consultation that may help clarify and inform any potential resolutions.

F. AGENDA

The below is a Standard Agenda few will be following for the ISAO AMM.

STANDARD AGENDA

Annual Meeting of Member

International Society of Arboriculture – Ontario Chapter

7856 Fifth Line South, Milton, Ontario L9T 2X8

Date: DD / MON / YY Place: Anytown, Ontario

1. President's Call to Order and Remarks
2. Introduction of Board of Directors
3. Procedural Announcements
 - a. Declaration of Quorum: The required quorum for the AMM is 10 (ten).
4. Approval of the Agenda
 - a. Note: Any additions to the agenda cannot include any motions that involve Special Business. Special Business is any business outside of consideration of financial statements, public accountant's report, election of directors and re-appointment of the incumbent public accountant. Any Special Business that has been included along with the AMM Notice of Meeting will be on the agenda. This rule is in place to ensure that members have sufficient time (at least 21 days) to consider special business prior to the meeting itself.
5. Acceptance of the Minutes from the prior year's Annual Meeting of Members.
6. Special Business (See note in 4 above)
7. Reports
 - a. President's Report
 - b. Finance Report (presented by Treasurer)
 - i. Approval of previous year's Financial Statements
 - ii. Approval of the accounting firm for the current financial year
 - c. ISA International Report –Council of Representatives (CoR) representative
 - d. Committee Reports
8. Elections
 - a. President Elect
 - b. Directors
9. Appointment of Returning Officers (for elections)
10. New Business
 - a. This can be announcements, statements of concern or requests to the Board but cannot involve new (special) business that requires members' voting on motions. (see 4 above)
11. Announcements
12. Motion for Adjournment