

# Business Improvement Areas

Holding an Annual General Meeting

Edmonton

This resource is provided for BIAs to help them plan and execute Annual General Meetings. It outlines voting procedures, a draft agenda and meeting structure, a sample script for running the meeting, sample rules of order and a sample ballot.

## *Draft Agenda and Structure*

**Date:** (typically in late September/early October)

**Location:** (venue/address), Edmonton AB

**Time:** 0:00PM (time as appropriate)  
0:30PM Call to Order

**Note on timing and procedures:** *It is recommended that the start time for the AGM be 30 minutes prior to the call to order to allow for the registration of all voting members and proxies (individuals bringing written confirmation from a business member that this specific individual is authorized to represent the business member at the AGM and vote on all matters as required). All registered voting members should be provided a meeting package with all material for the meeting including a voting card. The use of voting cards ensures only those eligible to vote do so. It is also recommended that the meeting be officially adjourned before any planned social activities or additional presentations to keep the official part of the AGM clearly identified. The official part of the AGM would include activities and items required by the Municipal Government Act and Regulations, City Policy and City establishment bylaws for BIAs and BIA specific governing documents.*

## **AGENDA ITEMS**

1. Call to Order
2. Adoption of the Agenda
3. Greetings from City of Edmonton & Others
4. Approval of (insert year) AGM Minutes
5. Chairperson's Report
6. Review of (insert year) Audited Financial Statements
7. Auditor for current year Audit
8. Executive Director Report (optional)
9. Review of (insert year) Proposed Operations Budget
10. Election of (insert year) Board of Directors (subject to final approval by City Council)
11. Questions from the Floor (if added when the agenda is adopted)
12. Adjournment

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## *Sample script for running the meeting*

### **1. Call to Order**

The Chair (or delegated individual) calls the meeting to order.

Opening remarks are provided. Reminder of 'rules of order' provided.

### **2. Adoption of the Agenda (VOTE REQUIRED)**

Chair reviews the agenda and calls for a motion to approve (either as reviewed or as amended at the meeting). Chair notes if there will be special presentations or other activities taking place following the meeting.

*Vote is taken.*

### **3. Greetings from Officials/Partner Organizations**

The Chair invites an individual (such as a City Councillor or key staff) to bring greetings from the City.

Greetings from other partner organizations follow.

### **4. Approval of (*insert last calendar year*) AGM Minutes (VOTE REQUIRED)**

Chair confirms that minutes were provided to all voting delegates as they registered for the meeting. Confirms that all voting members have a copy.

Minutes can either be read or time allowed for members to review. Once the review is completed the Chair calls for a motion to approve the minutes as distributed (or as amended at the meeting if changes are requested).

*Vote is taken.*

### **5. Chairperson's Report**

Chair provides a high-level report on activities of the Board over the past year.

*No motions to accept or adopt reports required.*

### **6. Review of (*insert last calendar year*) Audited Financial Statement**

Chair advises the Members that the (*insert year*) audited financial statement has been approved by the Board of Directors and submitted to the City as required. It is presented today for information.

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Overview of the audited financial statement provided (auditor, Treasurer or Executive Director may provide the overview).

*No motions to accept or adopt reports required.*

## 7. Auditor for current year audit

The Chair announces that, as required under the Municipal Government Act the board has appointed (*insert name of individual or firm*) as the auditors for the current year. (If it is a different firm than the one that completed the last audit the Chair may want to make comments on why a change was made).

*No motions to accept or adopt required.*

## 8. Executive Director Report (optional)

Chair invites Executive Director to provide an overview of key programs and services, key successes and emerging issues and opportunities.

*No motions to accept or adopt report required.*

## 9. Review of (*insert next calendar year*) Proposed Budget

Chair notes that the (*insert year*) operations budget has been reviewed by the Board and is brought to the meeting to share with the members and receive any questions or comments that the Members may have. The Board will take the feedback provided and finalize the budget which will be presented to City Council in December. Approval of the budget is done by City Council at that meeting. All Members will be notified of the date and time when City Council will be considering the Budget.

The Chair, Treasurer or Executive Director makes the presentation. Open the floor for discussion once the high-level budget presentation is made.

*No motions required because this is feedback for the current Board and for the (*insert next calendar year*) Board. However the Board may choose to ask the Members for a motion to recommend approval of the budget by Council. (Note: the MGA Act & Regulations and the Bylaw do not require a motion to be passed by the members on the budget, doing so will add strength to the recommendation of approval by the Board to Council especially if any Member chooses to speak against the budget as Council considers it.)*

## 10. Nomination of (*insert next calendar year*) Board of Directors (VOTE REQUIRED)

The (*insert Name*) Business Improvement Area Bylaw calls for a Board of Directors of 15 members. The City of Edmonton Bylaw for the establishment of the Association allows the BIA Board of Directors to recommend appointing fewer than 15. The voting members today will

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make their choices to select no more than 15 Directors. Those selected will be recommended to City Council who make the final decision on Directors.

Chair reviews that the BIA established a Nominating Committee that conducted a nomination process which has resulted in \_\_\_ individuals being nominated for positions as Directors. Additional nominations will be accepted from the floor (from those in attendance at the AGM). Any nominations from the floor must be made by a voting Business Member. The nominated individual must be present and accept the nomination to be included on the ballot.

Chair opens the floor for additional nominations.

Chair must call for nominations three times.

Chair calls for a motion to close nominations acknowledging all individuals that have been nominated.

*Vote taken.*

The members will decide by motion, if there are 15 or fewer nominations and if they wish to select the entire slate, thereby recommending those individuals to City Council for appointment to the board.

**Note:** *An election must be held if there are more than 15 people nominated, in order to select those individuals that will be recommended for appointment to City Council.*

Election ballots will be created during a break in the meeting. The ballot will list all individuals nominated as of the close of nominations at the meeting. Ballots are distributed once prepared and the meeting called back to order. Each voting member is asked to vote in favour of up to 15 individuals. They can choose to vote for fewer by marking the ballot as per instructions (there may be a box to check or just a request to mark a check mark next to the names of individuals they wish to have nominated. Ballots will be collected and counted. The chair should identify two to four individuals to count the ballots – those individuals should not be a voting member, a nominated individual, a current member of the Board of Directors or the Executive Director). Results are announced. A second meeting break will be given while the ballots are being counted.

Chair calls for a motion to confirm the selection of nominees to be recommended to City Council for appointment to the Board of Directors.

*Vote taken.*

### 11. Questions from the Floor (if added to the agenda or otherwise raised)

Chair opens the floor for questions.

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## 12. Adjournment (VOTE REQUIRED)

Chair calls for a motion to adjourn.

*Vote taken.*

### *Voting at the AGM*

- Motions are passed by a majority of the votes cast at the meeting.
- Members, including the chair of a meeting if the chair is also a member, shall be entitled to vote on any matter coming before a meeting of members, each member having one vote.
- Voting is conducted by showing the voting card that was included in each voting member's registration package - or show of hands if voting cards are not used.
- If there are no more than 15 individuals being nominated and the membership wishes for all individuals nominated to be recommended for appointment to the board by City Council, the full slate of nominees may be selected by acclamation. If there are more than 15 nominees, election of Directors should be done by secret ballot.
- As stated in all BIA establishment bylaws, in order to be eligible to vote, each individual (representative of a business member of the BIA) must upon their arrival at the meeting, present to the Board an original signed statement giving the bearer permission to represent the member in any vote at that meeting.

### *Sample Rules of Order*

Rules of Order allow everyone participating in the meeting to know what the expectations are for the conducting of the meeting from both an organization and member point of view.

All members have equal rights, privileges and obligations.

- Full and free discussion of every motion is a basic right.
- Only one question at a time may be considered, and only one person may have the floor at any one time.
- Members have a right to know what the immediately pending question is and to have it restated before a vote is taken.
- No person can speak until recognized by the chair or facilitator.
- Personal remarks are always out of order.
- Silence gives consent; those who do not vote allow the decision to be made by those who do.

