

## Guidelines for Congregations Holding Virtual Annual General Meetings

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## Prologue

The 2020 COVID-19 pandemic has forced congregations to consider alternatives to in-person meetings when holding annual and congregational meetings. Whether holding an in-person meeting, an electronic meeting, or no meeting at all, this document outlines a number of guidelines and things to consider as congregations plan for those events. At the same time, it does not pretend to be a “how-to” process for holding a congregational meeting; as each congregation has its own traditions and practices, there is no “one size fits all.”

An electronic meeting may also be referred to as an online, virtual, or e-meeting. A meeting that is held where members are present both in person and by electronic means is known as a hybrid meeting.

Our congregations exist in two provinces, and include those incorporated federally or provincially, and those not incorporated. In addition, each province has its own public health and governmental authorities related to pandemic and emergency situations. Each congregation needs to keep abreast of the pandemic regulations in its own province so that, for example, it knows the limits of how many people may gather indoors/outdoors for a meeting, while at the same time keeping in mind the space needed for physical distancing (among several other factors to consider).

## Guiding Principles

Love of God and love of neighbour is the ultimate principle which guides us. The setting of a congregational meeting is one of many places where we express faith, hope, and love for others.

The congregational council always has the duty to act in the best interests of the congregation, and now especially by protecting the health and well-being of members and not subjecting them to the risk of virus infection at congregational gatherings, a duty higher than any Constitution and Bylaw requirement. Congregational councils are required in general to:

- a) act honestly and in good faith with a view to the best interests of the congregation; and
- b) exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

The council is not expected to be perfect, but it needs to take all reasonable measures to fulfil these obligations.

## Authority for Virtual Meetings

In general, congregations are allowed to hold congregational meetings electronically because these kinds of meeting have not specifically been denied. Note that the ELCIC Model Constitution and Bylaws for Congregations, Bylaw Part VI Section 3 says: “The annual meeting of the congregation shall be held within three (3) months of the congregation’s fiscal year end.” Nothing in that statement indicates that the annual meeting must be an in-person meeting, nor does it say that an electronic meeting is prohibited.

In the case of incorporated congregations, even if the congregation’s bylaws have prohibited e-meetings, governmental amendments have occurred and take precedence to allow for e-meetings and

voting to be held. This is a temporary measure, so if any incorporated congregation's bylaws prohibit e-meetings, they may be wise to take action to amend their bylaws.

Regardless of the congregation's governing documents, it is strongly suggested that congregational councils approve a motion in their Minutes to allow for electronic meetings; this will acknowledge the change in normal practice and make it clear to members that all things are in order. On the other hand, if a council chooses not to hold an annual meeting, council should record that motion and the supporting reasons for that decision.

Corporations Canada noted [alternative AGM options](#) for federally incorporated charities: a virtual AGM, written resolutions, or a delay calling the meeting.

#### Saskatchewan

In Saskatchewan, [Order in Council 222/2020](#) authorizes non-profit corporations to hold annual general meetings (AGMs) by phone, video-conference, or other electronic means, so long as the articles or bylaws do not prohibit it and participants are able to adequately communicate with one another. It is effective as of the day of filing, which is May 14, 2020.

The existing [Non-Profit Corporations Act](#) requires that member meetings "shall be held at the place within Saskatchewan provided in the bylaws" (see s.122). The new Order amends the definition of "held at the place" by adding a definition to s.13 of the existing [Non-profit Corporations Regulations, 1997](#) to remove the geographic restriction.

#### Manitoba

In Manitoba, [Order in Council 132/2020](#) allows for electronic attendance at a meeting if the means permit everyone to adequately communicate with each other during the meeting and it applies "even if such means are not permitted or are specifically excluded by the incorporated body's by-laws" (see s 8(2) of the Order).

If a notice of meeting has already been given and it is later changed, information about the change must be provided within a reasonable time via email and (where applicable) posting it to the corporation's website, but a revised notice of meeting is not otherwise required. Voting can take place electronically so long as the board of directors takes "reasonable measures to ensure" that voter identity is verified and each person who votes does so only in their own right or by a valid proxy.

#### Choosing the Type of Meeting

Any form of a virtual meeting requires that participants can communicate adequately with each other during the meeting. This is essential to hear and have meaningful discussion to make an informed decision. Note, therefore, that one-way live streaming is not a suitable platform.

First, you need to know if in-person meetings can be held in your area. Secondly, consider how it might work best in your congregation: do you hold only an in-person meeting; only an e-meeting; or a hybrid meeting?



What kind of meeting will be held?

- Will the meeting contain information and decision-making that is simple and straightforward? Can voting occur by hand or voice?
- Does the meeting's agenda include items require significant discussion or reflection that needs time for members to digest before deciding?
- Would an information meeting be sufficient, with an email ballot in the following weeks?
- Do you expect any of the votes to be contentious? Is it wise to consider waiting to hold this meeting and vote when the congregation can again gather in person? How long can the decision wait?

The answer to these questions may determine different ways to accomplish your intentions.

Remember the duties of care, good faith, diligence – and love! You may conclude, that for public health and safety reasons, an annual meeting is not the most responsible thing to do at this time.

### Delaying the Annual General Meeting

*The Non-profit Corporations Act, 1995, SS 1995, c N-4.2* governs non-profit corporations in Saskatchewan. The Act requires non-profit corporations to hold an AGM and submit an annual return to the Saskatchewan Corporate Registry. Generally, incorporated charities are required to hold an AGM no later than 15 months from their last one and within six months of their fiscal year end. Failure to submit any return, notice, or other document or fee required by *The Non-profit Corporations Act* can result in the non-profit corporation being struck from the Corporate Registry. These are commonly referred to as “strike-off provisions”.

Incorporated not-for-profit organizations and charities are obliged to hold AGMs so their members can exercise their corporate responsibilities.

Unincorporated charities may have similar rules in their governing documents and, if not, would do well to operate within the same time frame as incorporated not-for-profit organizations. If the governing documents do not define whether the annual meeting is to be in-person or by other means, then the meeting can proceed electronically or as determined by the council. If the governing documents specify that the annual meeting is to be in-person, and the council has set up an electronic meeting it should be preceded by a council motion to allow for the meeting to be held in this manner or to amend the government documents to permit not only the current but future annual meetings.

### Virtual Meetings

#### Choosing a platform

A google search for electronic meeting platforms offers options and which one you choose may depend on:

- Size of meeting,
- Technical capability of organizers, and
- Cost.

It is important to have a reliable platform that your council has used before such as Zoom or

GoToWebinar. (Zoom includes a poll function that can be used for voting.) Other common platforms include Adobe Connect, BigMarker, and Microsoft Teams events. Each platform has free access to training to provide council orientation.

There are voting software options for non-profits including Election Buddy and Simple Survey.

#### Agenda

There are items that have to be accomplished at an annual meeting:

- Approval of draft Minutes of previous congregational meetings;
- Approval of the previous year's financial statements;
- Election of new congregational council members; and
- Appointment of the year's financial reviewers or auditors.

Other items that could be included:

- Any reports to be shared (which could also be emailed or mailed a head of time)
- Q & A

#### Notice of Meeting

Notice is given as required by your Constitution and Bylaws regardless of how the meeting takes place. In Saskatchewan, a minimum of 15 days is required. In Manitoba, a minimum of 10 days is required.

#### Quorum

The minimum number for meeting the quorum remains as your Constitution and Bylaws indicate. However, the quorum includes all those present in person and those participating electronically. The quorum also includes those who have submitted a proxy where proxies are permitted. In all cases, remember that the quorum consists only of voting members who are present, and not the total number of all people in the (electronic) room.

#### Voting

While you may allow for many people to attend a meeting and you may even allow giving them voice at the meeting, at some point you will need to identify and record your voting members. (The council has responsibility for maintaining and keeping an up-to-date list of voting members.) Access to your voting member list should be available at each congregational meeting to determine and certify, if necessary, the identity of voting members.

Keep in mind that in some online locations, more than one member may be present/participating (and be aware that, in a Zoom poll for example, it will be difficult to account for more than one vote per connection).

#### Electing a congregational council

Unless the number of nominees for congregational council is greater than the positions to be filled, a simple vote by hand or voice will elect those councilors by acclamation.

If a ballot is required because there are more nominees than positions available, a mail-in or drop off ballot may be a reasonable option.

### Minutes or audio/video recording

Make sure that the minutes are taken at any annual or congregational meeting and a written copy provided to the next congregational council. While an audio/video recording may be made of a meeting, it cannot be considered as the “recorded minutes” of the meeting.

### Other Considerations

- There will be some members who will not be able to attend in person (elderly, illness, disability issues) or connect via an electronic device (no easy access to technology, difficulty negotiating with technology). There is no quick answer of how to include them.
- New rules and the designation of spaces that are deemed to be safe will not necessarily address people’s fears or anxieties of gathering in-person.
- Some “meetings” might include ways of polling members ahead of time so that everyone feels included in deliberations and does not feel disenfranchised from information and decision-making. When polling members and/or distributing information about potential decisions, find opportunities for members to ask questions (and receive answers).
- Council should create a process document of how an electronic meeting might be held in your congregation, how it looks from the planning stages through implementation, and as a follow-up for evaluation in anticipation of the next meeting. Let the congregation know how the meeting will happen so that everyone understands what will take place.
- Practice, practice, practice! A rehearsal and dry run of an electronic meeting is a great idea to iron out any potential bugs with respect to online issues or software / app (application concerns and so that everyone has some familiarity with the environment).
- When it comes to distributing information, make as much available as possible so that members can contribute through informed and responsible conversations and decisions. This can include paper/email documents, slide decks, motions to be voted on, and directions on how to use software. Some people will login with no video or will not be able to get their video working. By providing materials before the meeting, they will still be able to fully participate.
- In some cases, absentee voting (by using mail-in ballots) has been a suitable solution. Note that while absentee voting is not allowed in the ELCIC (refer to the Model Constitution and Bylaws for Congregations, Part VI Section 7), in these extraordinary and temporary circumstances and times – where we need to act in good faith and exercise care for the best interests of the congregation – this option can be used responsibly for some kinds of specific decisions. There are guidelines and an outline-template available for this kind of voting.



## Resources

### AGM Template Script

[https://www.saskculture.ca/content/grant\\_pdf\\_files/Final\\_-AGM-Template-Script.pdf](https://www.saskculture.ca/content/grant_pdf_files/Final_-AGM-Template-Script.pdf)

### Virtual AGM Facilitation Guide

[https://www.saskculture.ca/content/grant\\_pdf\\_files/Final-Virtual-AGM-Facilitation-Guide.pdf](https://www.saskculture.ca/content/grant_pdf_files/Final-Virtual-AGM-Facilitation-Guide.pdf)

### Opening Remarks by Chair

[https://www.saskculture.ca/content/grant\\_pdf\\_files/Opening\\_virtual\\_meeting\\_-\\_Chair\\_1.pdf](https://www.saskculture.ca/content/grant_pdf_files/Opening_virtual_meeting_-_Chair_1.pdf)

### Rules of Engagement

[https://www.saskculture.ca/content/grant\\_pdf\\_files/RULES\\_OF\\_ENGAGEMENT\\_ZE5aXmo.pdf](https://www.saskculture.ca/content/grant_pdf_files/RULES_OF_ENGAGEMENT_ZE5aXmo.pdf)

*Thanks to our partners in the Eastern Synod (ELCIC) for allowing us to access their guidelines for Virtual AGM in developing a version for Saskatchewan synod.*