

# A GUIDE TO CONDUCTING OWNERS' MEETINGS

## Before the Meeting

- Ensure that the notice and agenda for the meeting has been properly prepared and issued in accordance with the requirements of the Act and your by-laws
- Be aware of the contents of your corporation's by-laws especially those that pertain to calling and holding meetings (bring copies)
- Review last year's AGM minutes to see if there were any commitments made that have not yet been addressed
- Be prepared to answer questions in detail on matters that are scheduled for discussion at the meeting
- Have a general understanding of the Rules of Order - obtain a copy of *Wainberg's Company Meetings including Rules of Order* (4<sup>th</sup> Edition, CCH Canadian Limited, North York, Ontario, Toll Free 1-800-461-5308). We do not recommend *Robert's Rules of Order* as they relate to the U.S. Congress and are not as pertinent as *Wainberg's* which were developed in accordance with Canadian law
- Ensure that you have obtained a proper facility (accessible to persons in wheelchairs) to hold the meeting (remember contentious issues will generate a larger attendance)
- Have a large flip chart or other method of illustrating the names of candidates for directors' positions where applicable
- Use a microphone
- Don't forget to have a break for refreshments, especially when it is a long meeting
- Arrange for registration of the units and proxies; there should be a recording secretary available; have your "record" of owners' names and addresses available for reference as well as the unit arrears list
- Verify the attendance of any special guests for the meeting, such as your lawyer or engineer
- Make sure you have proof of service of the notice and agenda for the meeting available

## During the Meeting: The Chair's Role

- Be available from the start of registration forward so that you can deal with any questions relating to registration or proxies
- Respect those who show up on time - don't delay starting the meeting for longer than 15 minutes
- Call the meeting to order and verify (certify) the roll; watch for stragglers and make sure they register
- Make sure that everyone can see and hear the proceedings
- Introduce yourself, the board, the auditor, management and invited guests
- Announce some simple rules governing how the meeting will be conducted, for example:
  - (i) ask all owners to state their name and unit number before they speak (for the minutes);
  - (ii) ask owners to limit themselves to one question or comment until all owners who wish to speak have had the opportunity to do so;
  - (iii) ask owners to restrict their comments to the item that is currently being dealt with;
  - (iv) ask owners to address their comments to the chair (ie. don't debate between themselves); and
  - (v) insist that only one person speak at a time.
- Maintain order - don't be afraid to interrupt someone who is speaking out of turn, off topic or using course language and politely request they stop or wait until it is their turn (or until "New Business" is discussed)
- Act fairly, in good faith and without bias - give everyone an opportunity to state their case
- Appoint scrutineers and ensure they have somewhere to, comfortably, count ballots; for contentious votes appoint scrutineers who are perceived to be neutral or, alternatively, represent both sides of the issue
- Keep the meeting flowing - once it appears no fresh ideas or concerns are being raised it is probably time to close the matter for discussion and call the question, if applicable or move onto the next agenda item



**SimpsonWigle**  
LAW LLP

### **Hamilton Office**

1 Hunter Street East, Suite 200  
HAMILTON, Ontario  
L8N 3W1  
Tel (905) 528-8411 Fax (905) 528-9008

### **Burlington Office**

390 Brant Street, Suite 501  
BURLINGTON, Ontario  
L7R 4J4  
Tel (905) 639-1052 Fax (905) 333-3960

**CONTACT MARIA DURDAN @ EXT. 305 OR [durdanm@simpsonwigle.com](mailto:durdanm@simpsonwigle.com) FROM OUR CONDOMINIUM GROUP FOR FURTHER ASSISTANCE**

*The Condominium Group gratefully acknowledges the contributions of the originator of this guide, the late Ronald S. Danks.*



- Make sure that motions (and amendments) are clearly and properly worded for the minutes
- Motions must be moved and seconded in order to properly introduce a matter that is to be voted upon to the floor; discussion of the matter can then follow until the question is called (NOTE: nominating a candidate for a position on the board does NOT require seconding)
- Know what type and level of vote has to be taken and explain it to the owners; a demand for a recorded vote must be allowed so long as it is done before or promptly after the vote is taken, s.52 (2); such a request is not debatable, cannot be put to a vote and must be complied with
- Rule on all points of order and clearly announce the results of all votes
- No vote (opinion polls may be permitted) can be taken on any matter not disclosed in the notice for the meeting; the Act clearly prohibits this, s.47 (10)
- Don't tell off color jokes or get too personal with your comments
- Declare the meeting at an end after all business listed in the notice and agenda has been completed
- Don't lose your sense of humor and remember that no matter how bad it seems the sun will still come up tomorrow (and the guy you thought was an idiot last night will still be living next door)

### After the Meeting

- Ensure that the minutes taken at the meeting are prepared and are accurate to the best of your recollection
- Make sure that all proxies submitted to the meeting are maintained as a record for the corporation for 90 days following the date of the meeting, s.52 (7)
- Make a copy of the approved minutes from the AGM (or other owners' meetings) available to owners in a timely fashion either through mailing, posting them in an appropriate area, or re-printing them in the newsletter for the corporation
- **Follow up** on commitments made to the owners during the meeting

### Proxies

- To be valid a proxy must:
  - (i) be signed by the person giving it (the "donor");
  - (ii) be dated;
  - (iii) indicate the person who is to be the "proxy holder" (this could be by name, or by position, ie. the "President"); where the donor leaves the name of the person to be appointed blank, the person holding the proxy has an implied right to fill in their name, but this must be done BEFORE the proxy is turned in, otherwise it is invalid;
  - (iv) be given for a specific meeting which must be identified in the proxy form, s.52 (4); and
  - (v) if used for a vote to elect or remove a director, state the name of the persons for whom the proxy is to be voted, s.52(5) or if used to remove and subsequently elect a new director, state the name of the persons whom the proxy is to be used to vote for and against.
- Proxies can be used whenever a vote is required, s.52 (1)
- The Regulations create 3 forms of proxy: a general proxy, a proxy to be used for meetings where directors are to be elected; and a proxy to be used for meetings where directors are to be removed and new ones elected
- Even though the Regulations to the Act states these proxies "may" be used we recommend that they should be used for the time being with only minor modification (ie. remove unnecessary instructions), O. Reg. 48/01, s.13 and Forms 8, 9 & 10
- Proxies must be kept for 90 days after the date of the meeting as a record of the corporation and as such they are open to owners to review, s.52 (7)
- There are no restrictions on the number of proxies that may be given to any one individual, including board members and there is nothing that prohibits individuals, including board members from soliciting proxies
- NOTE: It is prudent that any notice issued for an owners' meeting clearly indicates that any proxies received by the board will be voted either for or against, as the case may be, any vote listed in the agenda, except for the election of directors.
- Proxies that are sent by facsimile or that have been photocopied must be accepted as long as they are otherwise valid
- Proxies that are submitted after the meeting has been called to order but before a vote has been taken are still valid and must be counted unless the by-laws for the corporation specifically state that they must be submitted by a specified time, such as prior to the meeting being called to order