

Nonprofit AGMs in Alberta

One size doesn't fit all

February 26, 2026
1-2 pm



The illustration shows a group of approximately 20 diverse individuals of various ethnicities, ages, and genders. Some are wearing hijabs, and others are in professional or casual attire. They are arranged in a cluster, representing a multicultural community.

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Mohkinstis Land Acknowledgement

Bearspaw First Nation Siksika First Nation

Piikani First Nation Goodstoney First Nation

Chiniki First Nation Kainai First Nation

Tsuut'ina First Nation

Métis Nation of Alberta, District 5 and 6



The background is a landscape illustration featuring rolling hills, a winding river, and mountains in the distance. In the foreground, several bison are grazing in a grassy field.

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What's the same about AGMs - and what's different - in incorporating statutes?

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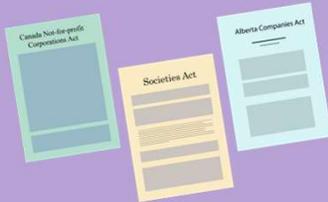
What's the Same - What an AGM Actually Is



- An annual general meeting is a **meeting of the members** of the organization, not a board of directors meeting.
- Members exercise key rights given to them by legislation or governing documents: e.g. electing directors, receiving financial statements, reviewing activity reports, voting on resolutions.

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What's Different - Why Incorporation Legislation Matters

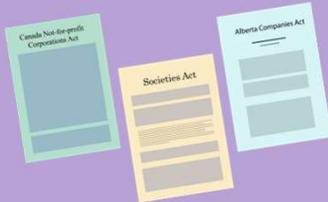


AGM requirements differ depending on whether a nonprofit is incorporated under:

- Alberta's Societies Act <https://canlii.ca/t/81p0>
- Alberta's Companies Act (Part 9 – Non-Profit Companies) <https://canlii.ca/t/8210>
- Canada Not-for-Profit Corporations Act (CNCA) <https://canlii.ca/t/819q>

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What's Different - Why Incorporation Legislation Matters



- Acts contains different rules (e.g. mandatory timing, notice periods, electronic meetings, elections, financial disclosures, etc.)
- Bylaws or articles under each Act may impose additional, unique requirements for your specific organization.

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WHEN to Hold an AGM



Alberta Societies Act

- AGM required "annually."
- A financial statement setting out its income, disbursements, assets and liabilities, audited and signed by the society's auditor must be presented to members.
- Notice requirements must be specified in bylaws.

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WHEN to Hold an AGM



Alberta Companies Act (Non-Profit Companies – Part 9)

- AGM required within 16 months of being entitled to commence business and then once in every calendar year not more than 16 months after the last preceding general meeting.
- Notice specified in the Articles of Association
- If no meeting is held or provision made, AGM shall be held at registered office of the company in the month following the anniversary of the company's incorporation date.

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WHEN to Hold an AGM



Canada Not-for-Profit Corporations Act (CNCA)

- AGM within 18 months of incorporation, then within 15 months of the last AGM, and within 6 months of fiscal year-end.
- Can apply to the Minister for an extension.
- Mandatory 21 to 60-day notice to all members, directors, and auditors.

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WHERE to Hold an AGM



Alberta Societies Act

- Bylaws may provide.

Alberta Companies Act (Non-Profit Companies – Part 9)

- As per the Articles of Association
- If no provision made, at the registered office of the company.

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WHERE to Hold an AGM



Canada Not-for-Profit Corporations Act (CNCA)

- Held within Canada at the place provided in the bylaws or, if no provision at the place that the directors determine.
- May be held at a place outside Canada if the place is specified in the bylaws/Articles or all the members entitled to vote at the meeting agree that the meeting is to be held at that place.

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Virtual/Hybrid Meetings and Electronic or Proxy Voting



Alberta Societies Act

- May be held electronically (e.g., via teleconference or online platform that enables all persons attending the meeting to hear and communicate with each other instantaneously) unless governing documents expressly provide otherwise.
- May vote by any electronic, telephonic or other method that the society has made available for that purpose.
- **Proxy Voting:** Bylaws must authorize.

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Virtual/Hybrid Meetings and Electronic or Proxy Voting



Alberta Companies Act (Non-Profit Companies – Part 9)

- May be held electronically (e.g., via teleconference or online platform that enables all persons attending the meeting to hear and communicate with each other instantaneously) unless governing documents expressly provide otherwise.
- May vote by any electronic, telephonic or other method that the company has made available for that purpose.
- **Proxy Voting:** Companies Act has specific rules, depends on type of Company and how many members / shareholders it has.

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Virtual/Hybrid Meetings and Electronic or Proxy Voting



Canada Not-for-Profit Corporations Act (CNCA)

- May be held electronically by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the corporation makes available such a communication facility, unless the bylaws otherwise provide.

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Virtual/hybrid meetings and electronic or proxy voting



Canada Not-for-Profit Corporations Act (CNCA) CNCA Electronic Voting Rules

- Permitted if bylaws allow and the system ensures:
 - Anonymity (votes cannot be linked to voters.)
 - Verification (votes can be confirmed as valid.)
- Voting methods include:
 - Electronic ballots during virtual meetings.
 - Absentee voting (mail-in or electronic) if bylaws authorize it.
- **Proxy Voting:** Allowed if bylaws permit and procedures in the Act are followed.

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Who Can Attend an AGM?



Societies Act: membership and attendance rules are set by bylaws.

Companies Act: notice must go to all shareholders / members, directors, and auditors.

Canada Not-for-Profit Corporations Act: members, directors, and auditors must receive notice; they are entitled to attend the AGM.

Note: *Bylaws commonly deal with rules for observers, guests, staff attendance.*

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What About Quorum?



Quorum is the minimum number of voting members who must be present at the meeting—either in person or electronically—before the organization is allowed to conduct official business.

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What About Quorum?



Societies Act: must be defined by bylaws.

Companies Act: unless set out in the Articles of Association in the case of a private company, 2 members, and in the case of any other company, 3 members.

Canada Not-for-Profit Corporations Act: set out in the bylaws as a fixed number of members, a percentage of members, or a number or percentage of members that is determined or determinable by a formula.

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What MUST be Done at an AGM?

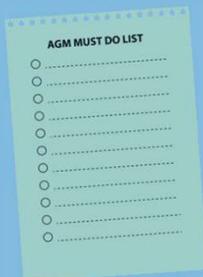


Alberta Societies Act

- Society shall present at the AGM a financial statement setting out its income, disbursements, assets and liabilities, audited and signed by the society's auditor.
- Everything else about how an AGM is conducted can be defined in bylaws.

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What MUST be Done at an AGM?



Alberta Companies Act (Non-Profit Companies – Part 9)

- AGM must receive financial statements and subject to the Articles appoint auditor (unless waived.)
- Everything else about how an AGM is conducted can be defined in the Articles of Association.

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What MUST be Done at an AGM?



Canada Not-for-Profit Corporations Act (CNCA)

- AGM must receive financial statements and public accountant's report.
- Appointment or waiver of appointment of a public accountant.
- Director elections.
- Everything else about how an AGM is conducted can be defined in the bylaws.

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How Do We Amend Bylaws?



Alberta Societies Act

- Bylaws can be amended only by a **Special Resolution** of members.
- A Special Resolution requires:
 - 21 days' notice specifying the intent to amend bylaws.
 - 75% approval of members who vote (in person or by proxy if permitted).
 - May also be passed unanimously in writing by all members.
- Amendments must be filed with Alberta Corporate Registry before they take effect.

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How Do We Amend Articles of Association?



Alberta Companies Act (Non-Profit Companies – Part 9)

- Subject to the Act and to any conditions contained in its Memorandum, a company may by **Special Resolution** alter or add to its Articles of Association.
- A Special Resolution requires:
 - 21 days' notice specifying the intent to amend.
 - 75% approval of members/shareholder who vote (in person or by proxy if permitted).
 - May also be passed unanimously in writing by all members.
- Amendments must be filed with Alberta Corporate Registry.

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How Do We Amend Bylaws?



Canada Not-for-Profit Corporations Act

- Bylaw amendment processes differ depending on wording in the Articles of Incorporation, the bylaws themselves or any unanimous member agreement
- A common process in bylaws is to approve by directors first, then confirm by members at a meeting of members.
- Some amendments also require class voting if rights of a class of members are affected.

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How Do We Amend Bylaws?



Canada Not-for-Profit Corporations Act – cont'd

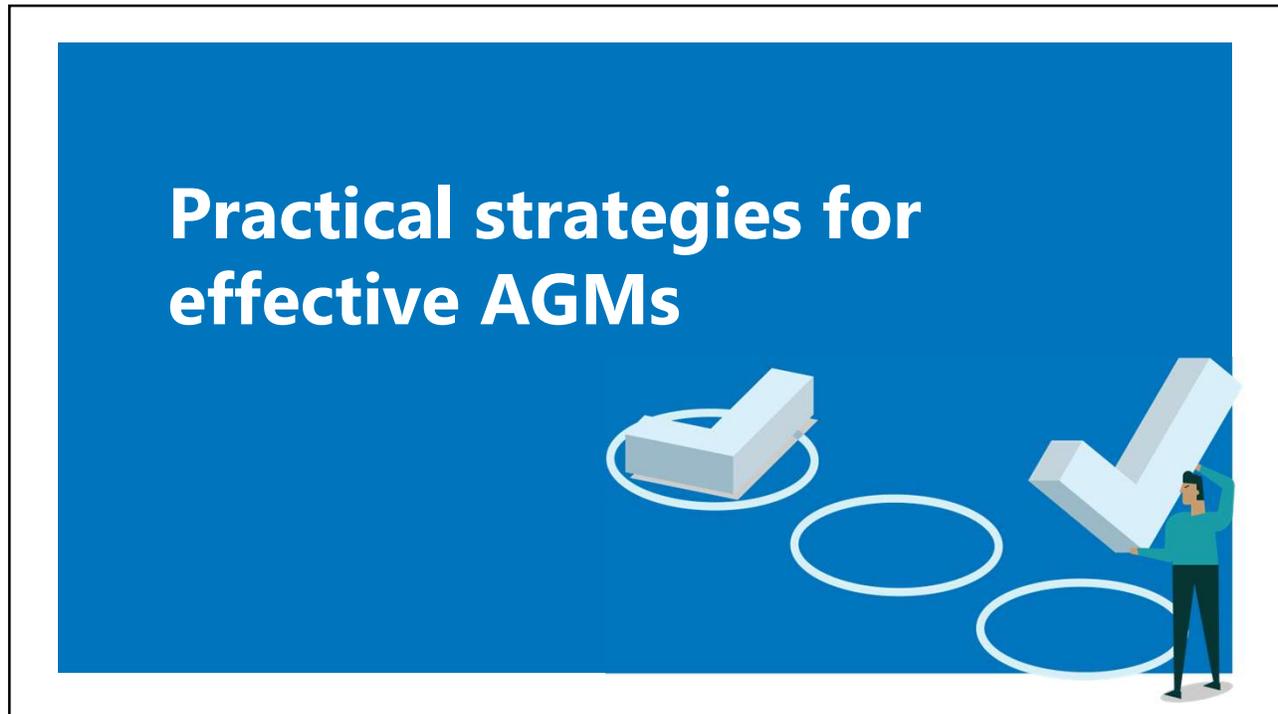
- All amendments must be filed with Corporations Canada.
- CNCA also allows members to propose bylaw amendments in advance of the meeting through a proposal mechanism.

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5 Ways to Avoid AGM Disputes

- 1** Follow legislation and your bylaws exactly.
- 2** Ensure elections are fair, transparent, and well-documented.
- 3** Give proper notice with complete information.
- 4** Use reliable technology and prepare members if the AGM is virtual.
- 5** Maintain strong documentation—your best protection in a dispute.

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Practical strategies for effective AGMs

Legislative Compliance

-  Confirm your organization's incorporating statute (Societies Act, Companies Act Part 9, or CNCA).
-  Review and follow key statutory timing requirements for your AGM (e.g., Societies Act: annual; CNCA: within 15 months of last AGM and 6 months after fiscal year-end).
-  Confirm your specific rules for electronic meetings and voting (electronic participation deemed "presence" under all Acts.)

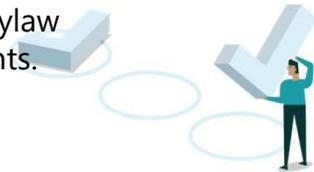


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Practical strategies for effective AGMs

Governance Review

- ✓ Review the bylaws to ensure they support your planned meeting format (virtual, hybrid, in-person.)
- ✓ Ensure bylaws clearly set out membership definitions, voting rights, quorum, and procedures.
- ✓ Confirm that any proposed special resolutions or bylaw amendments meet notice and approval requirements.



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Practical strategies for effective AGMs

Financial Preparation

- ✓ Provide financial statements to members in advance (e.g. required under CNCA.)
- ✓ Ensure audited financial statements are completed, signed, and ready for presentation at the AGM as required under governing Act.
- ✓ Prepare a financial presentation summarizing major changes, risks, and year-end results.

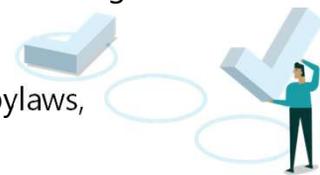


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Practical strategies for effective AGMs

Elections & Nominations

- ✓ Verify eligibility of nominees and voters according to bylaws.
- ✓ Use a written nomination procedure (including deadlines, screening checks, and eligibility criteria).
- ✓ Prepare clear election instructions (ballots, electronic voting platform, scrutineers).
- ✓ Follow procedures specific to your organization's bylaws, policies or procedure.

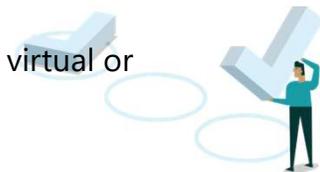


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Practical strategies for effective AGMs

Notice & Meeting Materials

- ✓ Send required notice within the required timeline (note at least 21 days for any special resolutions to be considered under all Acts.)
- ✓ Deliver notice via the methods allowed in your bylaws (email, mail, website posting.)
- ✓ Include meeting time and place or access details if virtual or hybrid permitted.

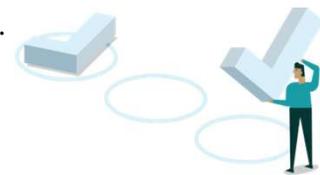


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Practical strategies for effective AGMs

Member Relations & Communication

- ✓ Provide clear instructions to members about how the AGM will run.
- ✓ Offer opportunities for questions in advance.
- ✓ If members have been disciplined or removed, ensure processes followed bylaws and procedural fairness.



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Practical strategies for effective AGMs

Technology Readiness (for Virtual or Hybrid AGMs)

- ✓ Test your virtual platform (audio, video, breakout rooms, polling tools.)
- ✓ Ensure voting technology supports anonymity and verification (required under electronic voting rules in CNCA and may be in your bylaws.)
- ✓ Offer a pre-meeting tutorial or technical support help desk.
- ✓ Prepare backup systems (phone line, alternative voting method.)

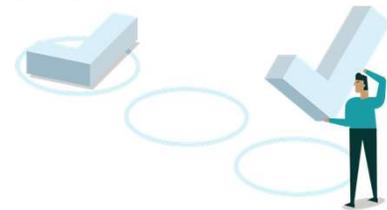


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Practical strategies for effective AGMs

Quorum & Attendance

- ✓ Confirm quorum requirements in bylaws.
- ✓ Prepare a sign-in or registration process (digital or physical.)
- ✓ Assign someone to track attendance and voting eligibility.



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Practical strategies for effective AGMs

Minute Taking & Documentation

- ✓ Assign a trained minute-taker (may be the Corporate Secretary.)
- ✓ Prepare a script for Chair of the meeting to follow with templates for motions, resolutions, and voting results.
- ✓ Record attendance, quorum, financial presentation, and all decisions made.
- ✓ Approve draft minutes promptly after the AGM for approval at the next members meeting or AGM.



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Sources



Societies Act, RSA 2000, c S-14

Companies Act, RSA 2000, c C-21

Canada Not-for-Profit Corporations
Act, SC 2009, c 23

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You might have questions about

- Attaining charitable status
- Policies & bylaws (writing and review)
- Social enterprise legal structure
- Other law-related questions

This service is free of charge!

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