



## DRAFT AMCTO REPORT

**TO:** The AMCTO Membership in Attendance at the 2019 Annual General Meeting

**RE:** Proposed Changes to AMCTO Constitution & Bylaws

**FROM:** AMCTO Board of Directors

**REPORT DATE:** June 2019

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### PURPOSE:

To provide the Association membership with information and recommendations regarding two proposed changes to the current AMCTO Constitution and Bylaws.

### RECOMMENDATION/S:

THAT the proposed changes to the Association's Constitution and By-laws, as set out in Appendix "A" to this Report, be approved.

### HISTORICAL BACKGROUND:

On a regular basis, the Association considers changes to its Constitution and By-laws to address matters which arise over the course of the preceding year that cannot be addressed without such changes taking place.

At the Annual General Meeting held in June 2018, the membership of the Association approved a series of amendments to the Association's Constitution and By-laws that focused on changes to the current governance structure. During the discussion of the proposed changes, it was noted that there was a lack of clarity with respect to the progression from the role of Vice-President to President of the Board of Directors.

In addition, over the past few years, the Association has noted ongoing challenges in meeting the stringent quorum requirements for the Annual General Meeting as set out in the current Constitution and Bylaws.

The purpose of this Report is to examine these two issues and propose changes that could address them.

## **ANALYSIS OF ISSUE/S:**

### Progression of the Vice President to the Role of President

ARTICLE IV – Section 1 of the current By-laws addresses the appointment of the Officers of the Association.

*The Board shall appoint the Association President as Chair and may appoint any other person to be treasurer and secretary at its first meeting following the annual meeting of the Corporation. The office of treasurer and secretary may be held by the same person and may be known as the secretary-treasurer. At this same meeting, the Board will also appoint a Vice-President for a one-year term as elected by the membership prior to the Annual General Meeting. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.*

At the 2018 Annual General Meeting, it was observed that this particular provision did not explicitly note that the Vice-President automatically progresses to the role of President in the year following the year in which they are appointed as Vice-President. To address this matter, it is recommended that ARTICLE IV – Section 1 be amended to explicitly state that the Vice-President becomes the President the year after they have served as Vice-President.

The specific wording for this new provision can be found in Appendix “A” to this Report.

### Quorum for the Annual General Meeting and Other General Meetings

ARTICLE VIII – Section 1 of the current By-laws outlines the requirements for holding the Annual General Meeting and other general meetings including the quorum requirements.

*The Annual General Meeting and other general meetings of the members of the Association shall be held at a time and place designated by the Board of Directors. At least thirty days’ notice shall be given to the membership of such dates and places as may be designated for such meetings.*

*For the purpose of transacting business at the Annual General Meeting, the number of individuals present at the meeting must be equal to or greater than a majority of the total number of members registered to attend the annual Professional Development Institute, who are eligible to vote as per ARTICLE III – Section 11.*

*For the purpose of transacting business at other general meetings, a minimum of 10% of the number of members, who are eligible to vote as per ARTICLE III – Section 11 must be present.*



Based on the Association's typical attendance by FULL members at the annual conference and the current membership distribution, the current quorum provisions require in excess of 160 FULL members to be in attendance at the Annual General Meeting and more than 170 FULL members to be in attendance for any other general meeting that might be held.

While the Association has not held any general meeting other than the Annual General Meeting in recent memory, the quorum requirements have proven to be challenging for the purpose of conducting business at the Annual General Meeting. While the minimum requirement has been met, it frequently is now requiring additional effort in order to ensure that the minimum number of voting members are present for the start of the meeting.

Through a survey of other similar peer Associations in Ontario and across Canada it has been determined that the Association's current quorum requirements are substantially higher than the requirements of almost all of the other Associations surveyed.

Research has also revealed that there are no regulated minimums for quorum although model by-laws developed by the Government of Canada make reference to a minimum of 10% of members present who are eligible to vote or any other fixed number of individuals that the organization may wish to establish.

Based on the information from other similar associations, it is recommended that the Association reduce its current quorum requirement for the Annual General Meeting and all other general meetings to 50 members of the Association or 10% of the total voting membership, whichever is less, present in person.

In addition, as has been adopted by a few different associations, it is recommended that if a quorum is present at the opening of a meeting, the Association may proceed with the business of the meeting even if a quorum is not present throughout the meeting. In addition to being administratively easier to manage, this requirement also prevents the members in attendance from stopping the meeting from continuing by leaving the room.

The specific wording for this new provision can be found in Appendix "A" to this Report.

**FINANCIAL IMPACT:**

There are no financial impacts arising from this Report.



**Appendix "A"**  
**Proposed Changes to AMCTO Constitution & By-laws**

Current Wording	Proposed Wording
<p><b>ARTICLE IV – OFFICERS</b></p> <p><b>Section 1 – Officers</b></p> <p>The Board shall appoint the Association President as Chair and may appoint any other person to be treasurer and secretary at its first meeting following the annual meeting of the Corporation. The office of treasurer and secretary may be held by the same person and may be known as the secretary-treasurer. At this same meeting, the Board will also appoint a Vice-President for a one-year term as elected by the membership prior to the Annual General Meeting. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.</p>	<p><b>ARTICLE IV – OFFICERS</b></p> <p><b>Section 1 – Officers</b></p> <p><i><b>At its first meeting following the annual meeting of the Corporation, the Board shall appoint the previous year’s Vice-President as the Association President and Chair of the Board and may appoint any other person to be treasurer and secretary.</b></i> The office of treasurer and secretary may be held by the same person and may be known as the secretary-treasurer. At this same meeting, the Board will also appoint a Vice-President for a one-year term as elected by the membership prior to the Annual General Meeting. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.</p>



**Appendix “A”**  
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Current Wording	Proposed Wording
<p><b>ARTICLE VIII – MEETINGS</b></p> <p><b>Section 1 – Annual General Meeting and Other General Meetings</b></p> <p>The Annual General Meeting and other general meetings of the members of the Association shall be held at a time and place designated by the Board of Directors. At least thirty days’ notice shall be given to the membership of such dates and places as may be designated for such meetings.</p> <p>For the purpose of transacting business at the Annual General Meeting, the number of individuals present at the meeting must be equal to or greater than a majority of the total number of members registered to attend the annual Professional Development Institute, who are eligible to vote as per ARTICLE III – Section 11.</p> <p>For the purpose of transacting business at other general meetings, a minimum of 10% of the number of members, who are eligible to vote as per ARTICLE III – Section 11 must be present.</p>	<p><b>ARTICLE VIII – MEETINGS</b></p> <p><b>Section 1 – Annual General Meeting and Other General Meetings</b></p> <p>The Annual General Meeting and other general meetings of the members of the Association shall be held at a time and place designated by the Board of Directors. At least thirty days’ notice shall be given to the membership of such dates and places as may be designated for such meetings.</p> <p>For the purpose of transacting business at the Annual General Meeting <b><i>and other general meetings, the lesser of 50 members or 10% of the total membership, present in person, who are eligible to vote as per ARTICLE III – Section 11 shall constitute a quorum.</i></b></p> <p><b><i>If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.</i></b></p>