



## COVID -19 and Regular Meetings and AGMs September 22, 2020

As we all try our best to navigate everything that COVID-19 brings us including its affects, there will always be questions and concerns regarding what we WANT to do and what we NEED to do. We must be prepared as best we can to adapt to the changing environment COVID-19 has and is creating. To quote the Premier, Mr. Ford, during his briefing from September 18<sup>th</sup>, “We have to move at COVID-speed and not government-speed”.

A number of days ago, the guidance from our Provincial Health Authorities was that the number of persons allowed at an indoor or outdoor gathering was going to increase and the new numbers were announced. This information was included in the last COVID-19 Guidance sent from the Officers to all Societies/Clubs in the province on September 15<sup>th</sup>. This increase in possible numbers attending such gatherings as meetings and AGMs; as far as the OHA and the Societies/Clubs were concerned, meant that there was an increased interest in holding regular meetings and AGMs across the province. The unfortunate reality is that as of September 19<sup>th</sup>, the number of persons in ALL of Ontario, not just the three regions that were earlier identified, has moved backwards. We are back to TEN people maximum indoors and TWENTY- FIVE people maximum at outdoor gatherings. This is the COVID-19 speed.

All of our dealings with COVID-19 and all of the Local, Provincial and Federal Health Authorities Guidelines and all of the current legislation brings us to a point where we NEED to ask some very serious questions about how the OHA and how Societies/Clubs can best respond to all of the actual and perceived demands of conducting our events and business.

With respect to face-to-face regular meetings, it is readily apparent that there will be, in all likelihood, no Society/Club that will have a regular meeting with the limit of attendees being 10 indoors and 25 outdoors. The indoor meeting is obviously not going to be of much educational or informative value to the general membership with only a maximum of 10 attendees. The outdoor meeting with 25 MIGHT work BUT, now that we have seen what has happened with meetings as a whole (even though the allowable numbers were higher) and the spike in the number of cases that are associated with face-to-face meetings even outside, one must be guided by and ask “Is the possible compromise of health really worth the possible medical issues when there is the possibility of holding a virtual regular meeting with no contact?”.

With respect to AGMs, the conversation becomes a bit wider reaching. There are a number of things that must be considered:

1. **The Ag Act:** People will read that in this Act, there is a demand for an AGM by every Society/Club under section 10. This demand has been put on hold by the passing of Reg. 107/20 which stipulates that ALL AGMs be temporarily suspended until the date that the Emergency in Ontario is declared to be terminated at which time the clock starts to tick and all Societies/Clubs have up to 90 days from that date to hold an AGM. Although Reg. 107/20 speaks to the Corporations Act, a

check with OMAFRA has indicated that OMAFRA is understanding that section 10 of the Ag Act is also affected and thus no AGMs are required to be held until the Emergency in Ontario is terminated.

2. **Bill 195-20:** This legislation was passed in late July and was interpreted by some to mean that the Emergency in Ontario was declared to be over. A check with OMAFRA, the Ministry of Government and Consumer Services, Ontario Public Service (this is not the Public Service Union), Public Health Ontario, the Law Society of Upper Canada, the Chief Medical Officer of Health for Ontario, and 3 Local Public Health Units revealed that the Emergency in Ontario is still in effect and has not been declared to be over.
3. **Financial information for OMAFRA:** This topic has come to the forefront as Societies/Clubs look at their responsibilities for reporting to OMAFRA in January 2021 with their Annual Report and Grant Application. We are currently awaiting a reply from the Minister and from OMAFRA with respect to:
  - a) The need for an audited or reviewed financial report. Our argument is that it will be extremely difficult for a Society/Club to have its financials audited or reviewed and then have that information approved at an AGM due to the COVID-19 numbers guidance. We have requested that financials simply be supplied from the Treasurer of the Society/Club with a review by the Executive of the Society/Club either as a whole or by at least 2 of the Executive (not the Treasurer).
  - b) The amounts of money spent during the year by a Society/Club directly affects the maximum grant amount to which the Society/Club is eligible. For those applying for the \$1000.00 grant, there must be an expenditure of funds totalling at least \$2000.00 and for those applying for a \$1500.00 grant there must be an expenditure of at least \$3000.00. *There is currently a letter, drafted by the OHA, and in the hands of the Minister requesting that the financial component of the grant application be rescinded for the 2021 application.*
4. **The holding of an AGM** - the entire conversation with respect to the holding of an AGM should be looked at as follows:
  - a) The AGM is just that, the Annual General Meeting where business is conducted. In the past most all AGMs have had other components such as flower shows, educational speakers, pot-luck meals, guest speakers, workshops, etc. but these are not a part of the business which needs to be conducted.
  - b) **Why do we NEED to hold the AGM?** - With the passing of Reg. 107/20 there is no NEED as per any legislation.

c) **What do we NEED to do at the AGM?**

- i) **Financials** - this entire topic is currently being addressed and it is our hope that for the 2021 Annual Report and Grant Application that a relaxed method of submission will mean that no formal approval etc. will be needed.
- ii) **Review of the year's activities and approval of the actions** of the Executive – with little going on in most Societies/Clubs is the review of activities really needed at this point in time? With many societies/Clubs, the need to comply with section 36 of the AG Act might be a topic of conversation during this discussion. There is currently a request to OMAFRA to seek a much more lenient approach by OMAFRA with respect to these noted requirements. As for the actions of the Executive, unless there are really extreme circumstances, this can most likely wait until an AGM can be held.
- iii) **Society/Club Election** - this seems to be one of the biggest things concerning Societies/Clubs and is easily addressed. What is the NEED for elections? If there is an elected member who wishes to depart for office, that person can simply resign and then the replacement process as noted in the Society/Club's rules of governance for replacing a person can be used. If there is no such method identified, then either past practice can be used or one can resort to using the replacement process as identified in the OHA Constitution and By-Laws under By-Law 6. If the person wishing to depart office is an appointed person then that person would resign and the Executive would appoint a new person. All of this can most likely be done with a small virtual meeting or even a number of telephone calls followed by an email exchange where the appointment is suggested and made thus giving a document to support the actions.
- iv) **District Elections** – the same comment applies to these activities as is noted for the Society/Club elections with the exception that the District Director position is directly covered by the OHA Constitution and By-Laws.
- v) Should either a District or a Society/Club find that there is a true NEED to hold an AGM then there are a number of things which come into play:
  - a) There was a document sent out earlier this year regarding AGMs which came from Carter's Law – it is the 18 + page document. Be sure you are able to comply with all of those suggestions and avoid any non-compliance. To do otherwise could bring the entire meeting into question.
  - b) Every member of the Society/Club or District MUST be given the opportunity to participate in all aspects of the meeting. This is noted in Robert's Rules, Parliamentary Law and Case Law.
  - c) Because of the numbers of members, these meetings will be virtual in nature. Be sure to choose a platform that will accommodate all those entitled to participate.

- d) If there are to be Secret Ballots, be sure that the platform allows for Secret Ballots where no one participating can see who votes or how they vote.

The entire conversation surrounding COVID-19 is not simple nor is it straight forward. ABOVE ALL, please be guided by Local, Provincial and Federal Health Authority Guidelines and ALWAYS err on the side of caution and health.