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## ANNUAL GENERAL MEETINGS UNDER THE “NEW” CONDO ACT

The amendments to the Condominium Act, 1998 (the “Act”) and Regulation 48/01 under the Act (the “Regulation”) will transform the process for calling and holding annual general meetings (“AGMs”).

The amendments will come into force in phases on dates set by proclamation of the Lieutenant Governor. The Act amendments and the first stage of draft Regulation amendments are publicly available. We’re still waiting for the Ministry of Government and Consumer Services to release the rest of the draft Regulation amendments and the prescribed government forms that will be used to implement many of the changes.

The first phase of amendments, expected to come into force this fall, will almost certainly include changes focused on AGMs. This article maps out the new AGM paradigm.

### CALLING AN AGM

A corporation will need to deliver a Preliminary Notice of Meeting and a Notice of Meeting to call an AGM.

**Preliminary Notice of Meeting – delivered at least 35 days before the AGM. Some of the mandatory features include:**

- The projected date of the AGM and the purpose of the notice, including a statement that the board of directors is required to subsequently send out a Notice of Meeting.
- The purpose of the meeting, including the nature of the business to be presented if an owner has requisitioned the meeting and a statement of the purpose of any proposed changes to the declaration, by-laws, rules, or agreements to be discussed at the meeting.
- If there will be an election of director(s):  
(i) the positions up for election and a request that individuals wishing to be candidates notify the board in writing by a specified deadline and in a specified manner; (ii) the number of directors on the board; (iii) the number of positions up for election; (iv) how many non-leased voting positions are reserved, if

any; (v) the duration of the terms to be filled; and (vi) a copy of the text of subsection 29(1) of the Act and section 11.6 of the Regulation.

- A statement that any owner who wishes that the board include any material in the Notice of Meeting provide the material by a specified deadline and in a specified manner, together with a statement that the board is not required to include any material that does not comply with the Regulation.
- If there will be an appointment or removal of an auditor, a statement that owners can propose an auditor by providing the auditor's name and address by a specified deadline.

## Notice of Meeting – delivered at least 15 days before the AGM. Some of the mandatory features include:

- The place, date, and hour of the meeting, as well as the nature of the business to be presented at the meeting.
- All proposed changes to the declaration, by-laws, rules, or agreements that are to be discussed at the meeting and, if the meeting was requisitioned, a copy of the requisition.
- The required quorum and who may count towards the quorum.
- The manner in which an owner may be present at the meeting (e.g. in person or by proxy) and how they may vote.
- If the meeting is to hold an election of director(s): (i) the number of directors on the board; (ii) the number of positions up for election; (iii) how many non-leased voting positions are reserved, if

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any; (iv) the duration of the terms to be filled; (v) the name and address of each candidate that notified the board in writing; (vi) a copy of the directors' disclosure information and statements provided to the board; and (vii) a copy of the text of subsection 29(1) of the Act and section 11.6 of the Regulation.

- If the meeting is to appoint or remove an auditor, the name and address of each auditor proposed by an owner in response to the Preliminary Notice of Meeting.

## HOLDING AN AGM

*When:* A corporation will still be required to hold an AGM within six months of the end of each fiscal year.

*Meeting Materials:* The board will be required to provide: (i) all material required by a by-law of the corporation; (ii) the most recent periodic information certificate; (iii) the most recent information certificate update; and (iv) if the meeting includes an election of director(s), the statements and information that candidates provide.

*Quorum:* The quorum for the transaction of business will be 25% of the units but, if quorum is not achieved in the first two attempts and unless the corporation passes a by-law stating otherwise, quorum will decrease to 15% for the third and any subsequent attempts to hold the AGM.

*Voting:* A corporation may pass a by-law to allow voting by telephonic or electronic means. The Regulation will provide a mandatory form of proxy. A person who casts a recorded vote will not be required to identify the person's name or unit.

*Non-Leased Voting Position:* The owner-occupied position will be renamed the non-leased voting

position. This will no longer be a mandatory position for most condominiums, since it will not be required where a majority of the units are owner occupied.

The Regulation will play a prominent role in the new legislative framework. We will need to read the Act and the Regulation together to understand and navigate the requirements for calling and holding AGMs.

In order to meet the obligations introduced under this new legislation, it will be important for the government forms (including those required for the Preliminary Notice of Meeting and the Notice of Meeting) to be comprehensive and user-friendly. Easy-to-use forms and an emphasis by corporations to deliver information electronically should promote a streamlined, repeatable process aimed at tackling a daunting increase in corporation responsibilities.

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