



Recordkeeping, Member Meeting Records

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This Fact Sheet provides information about the legal rules non-profits must follow for keeping official records about its member meetings.

Non-profits must keep and store certain official records about their general member meetings. Section 22 of the Societies Act requires non-profits to keep records of member meeting minutes and written resolutions of members.

Non-profits make important decisions about their activities at its member meetings. The records of those meetings are important for documenting these decisions. Non-profits should keep full and accurate minutes of every general member meeting in its official records folder. A complete set of minutes lists the date, time, location, members in attendance, and purpose/type of meeting. For example, if the member meeting is an Annual General Meeting (AGM), the minutes should indicate that type of meeting.

Best practice for member meeting minutes is to include the name of the chair at the meeting, movers and seconders of motions (if required by the bylaws), and specific outcomes of votes e.g., whether a resolution was passed. Further, the minutes should also include the text of each resolution passed at the member meeting and the results of elections, if any. It is not necessary (or even recommended in many cases) to summarize reports, debates, or discussions, in the minutes. Any record of discussions at member meetings should be very high-level and not attribute comments to specific speakers.

Sometimes a non-profit needs to make decisions outside of member meetings. These decisions can be made by way of a written resolution. Written resolutions are when the specific wording of a proposed decision (e.g., to amend the bylaws) is sent to all the non-profit's members. This process is usually done instead of or in place of a general member meeting. To be approved, members must send the non-profit their written consent for the decision to be approved. Every written resolution passed by members should be kept in the official records folder.

Meeting minutes and written resolutions are often needed during audits and at other pivotal times. These records are important if disputes arise about decisions made by a non-profit.

Meeting minutes should be stored in the official records folder.