

Article 3: Members' Meetings

3.1

Annual

Members' Meetings The co-op must hold an annual members' meeting within eighteen months after incorporation. After that first meeting, annual meetings must be held no later than

- fifteen months after the last annual meeting, or
- six months from the end of the co-op's fiscal year.

3.2

Regular

Members' Meetings The board must call regular members' meetings at least two times a year. These meetings are in addition to the annual meeting.

3.3

Special

Members' Meetings The board or the members at a proper meeting can call a special members' meeting. Members' meetings can also be called as stated in Article 4 of this By-law.

3.4

Place of Meetings

Members' meetings must be held in the regional municipality of Ottawa.

3.5

Notice of

Members' Meetings

Notice of any members' meeting must be given to the members not less than ten days nor more than thirty days before the date of the meeting. Notice must include the time and place of the meeting. Notice must be given to everyone who is a member at least eleven days before the date for the meeting. 13.2 of this By-law states rules for giving notice. 13.3 of this By-law states how to calculate the right date for giving notice.

3.6

Agenda of

Regular or Special

Members' Meetings

(a) The agenda for each annual meeting must include

- approving the auditor's report
- approving the financial statements, and
- appointing the auditor for the next year.

The agenda usually includes the election of directors, and reports from the board, committees and staff.

The agenda must also include the general nature of any other business to be dealt with at the meeting. Members can raise any matter at a meeting but they cannot vote on it if it was not included in the agenda.

- (b) The board sets the advance agenda for all members' meetings. The notice calling the meeting must either include the agenda or be sent with the agenda. The notice must state the general nature of the items that the members will consider. Members can raise any matter at a meeting but they cannot vote on it if it was not included in the agenda.

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If proper notice is given, the members can make any decision or pass any version of a by-law or budget. They can do this even if the version they pass is different from, or contrary to, the original.

Members can add items to the advance agenda as stated in 3.6(d) and (e) of this By-law.

- (c) At the meeting the members can adopt the advance agenda with or without changes. However, only those items that were included in the notice of meeting or advance agenda distributed by the board, or in a notice as stated in 3.6(d) of this By-law, can be voted on. Items added to the agenda under 3.6 of this By-law must be within the authority of the members as stated in 4.1 of this By-law.
- (d) Members can have any item put on the advance agenda. However, members must give the secretary written notice of the item at least seven days before the deadline for sending out the notice of the meeting.

Any items, which members add will be put at the end of the advance agenda unless the members change the order of the agenda during the meeting.

- (e) If the members do not give notice to the secretary in time, they can, at their own expense, give written notice directly to all members at least ten days before the date of the meeting.
- (f) A copy of a proposed by-law or budget does not have to be given with the agenda or notice of meeting. However, a copy must be given to each member as stated in 13.2 of this By-law at least seven days before the meeting.

3.7

Continuing a Meeting on Another Date

- (a) If business is not completed at a meeting, the members can make a decision to continue the meeting on another date. The members can set a specific date, or state how a date will be chosen. A majority vote is needed to make the decision.
- The agenda of the original meeting will be followed at the continued meeting unless the members decide to change it.
- (b) If the members set a specific date for the continued meeting, there is no need to give another notice. If they do not set a specific date, the board must give at least two days notice of the continued meeting unless the members decided on a different notice period.
- (c) Decisions made at a continued meeting will have the same effect as if they were made at the original meeting.

3.8

Quorum at Members' Meetings

- (a) Quorum at members' meetings means the minimum number of members who must be present for the co-op to hold a members' meeting and make decisions or transact any business.
- If there is no quorum, anything discussed has no official status.
- (b) Twenty-five percent of the members make up a quorum.

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- (c) A meeting must be called off if a quorum has not arrived thirty minutes after the meeting is scheduled to start. The members who are present can vote to continue the meeting on a date not less than five and not more than fifteen days later. There must be at least two days notice of the continued meeting.
- (d) If a full quorum has not arrived one hour after the continued meeting is scheduled to start, the quorum for that meeting will be ten percent of the members.
- (e) If members have requisitioned a meeting and there is no quorum present thirty minutes after the meeting was scheduled to start, the meeting must be called off. Those present do not have the right to continue the meeting as in 3.8(c). The board does not have to call another meeting in response to the requisition.

3.9

Attendance
by Non-Members

- (a) Employees of the co-op who are not members have the right to attend and speak at members' meetings unless the members decide otherwise. They cannot vote or make motions.
- (b) Other non-members can attend and speak at meetings only if the chair gives them permission. The members can reverse the chair's permission. Non-members cannot vote or make motions.

3.10

Record

of Attendance The secretary is responsible for recording the names of all persons who attend members' meetings.

3.11

Conduct of

Members' Meetings The Rules of Order are a part of this By-law and are attached as Schedule A.

The chair uses the Rules of Order to run members' meetings, and decides any question about procedure, which is not in the Rules of Order. The members have the right to appeal the chair's ruling as stated in the Rules of Order.

3.12

Voting

- (a) Every member of the co-op has the right to one vote at any members' meeting. Anyone can vote who is a member at the time that the vote is held.
- (b) Only members who are present at the meeting can vote. Members cannot appoint someone else to vote for them.
- (c) A majority vote is needed to make any decision, unless a by-law, or the *Act*, states differently.
- (d) A two-thirds majority is needed to pass or amend by-laws.
- (e) An abstention is not counted as a vote. A tie vote defeats the motion.

Article 4: Member Control

4.1

Powers of

Board and Members (a)

The board runs the business of the co-op. The members do not do this directly. However, the powers of the members include

- electing directors under 5.4 of this By-law
- removing directors under 5.11 of this By-law
- approving the budget and housing charges under Article 4 of the Occupancy By-law
- requisitioning directors to act under Article 4 of this By-law, and
- appointing the auditor each year under 11.3 of this By-law.

(b) The *Act* allows members' meetings to make decisions if

- the by-laws or the *Act* say that a members' meeting must decide something
- the by-laws or the *Act* give members the right to overrule a board decision, or
- members follow the procedures in the *Act* and in Article 4 of this By-law.