

Schedules to the By-law

Schedule A Rules Of Order for Members' Meetings

These are rules of order for members' meetings. These rules replace any other rules such as Robert's Rules of Order. There are also comments to explain the meaning of the rules. The comments are not part of the rules.

1. Chair

In these rules of order, "chair" means the person chairing the meeting at the time that the rule applies.

- i. If the board has not appointed a chair, the members can choose the president, the vice-president or anyone else to chair members' meetings. A person can be appointed to chair one meeting or a series of meetings. If the board has appointed a chair, the members must approve that person to chair members' meetings. If the members do not approve that person, they can appoint someone else.
- ii. The chair makes sure that meetings run smoothly. The chair tries to make sure that members have a chance to discuss every item on the agenda fully and fairly and that the meeting comes to a clear conclusion.
- iii. A chair who wants to make or discuss a motion must step down until the meeting has dealt with all matters concerning the motion. Another person approved by the members can chair the meeting in the meantime.
- iv. The chair does not vote unless there is a tie or the vote is by secret ballot. If there is a tie on a secret ballot, the chair cannot vote a second time. The chair must be a member in order to vote.

2. Motions

The meeting can deal with an item of business on the agenda in three ways:

- i. The member who asked that the item be put on the agenda can ask the members to approve a proposal by "moving" it.
- ii. The chair can present an item on the agenda, and ask if any member wishes to make a motion.
- iii. A member can present an item for discussion without making a motion. The chair decides if a motion is needed. If so, the Chair asks for a motion.

Another member must "second" a motion. Otherwise, members cannot discuss the motion. Members can only discuss one main motion at a time.

Comment: A main motion tells members what the proposal is. It's helpful if the motion can be written and sent to members before the meeting. If possible, get motions written, given to the chair, and written on a flip chart for members. The secretary reads the

The way items get on the agenda is stated in 3.6 of the Organizational By-law.
motion to the members before a vote is taken.

3. Speaking

Members discuss a motion after it has been moved and seconded. The chair controls the discussion. Members speak as follows:

- i. They can ask questions. The chair or the member who moved the motion answers the questions.
- ii. They can speak for or against the motion.
- iii. They speak to the chair.

- iv. Each speaker normally speaks for 3 minutes or less. The chair can set a longer or shorter time limit.
- v. Normally, the chair will allow a member to speak more than once on an item only after others who want to speak have done so.

Comment: All those who want to speak should raise their hands. The chair may keep a speakers' list and call members to speak in order. The chair may rule speakers "out of order" if their comments are off the point.

4. Amendments

Members can suggest an amendment to a main motion during discussion. An amendment must be moved and seconded like any other motion. An amendment can:

- take out part of the main motion
- add to it, or
- change parts of it.

An amendment cannot:

- be unrelated to the main motion, or
- be, in the opinion of the chair, directly against the meaning of the main motion.

All speakers must speak about the amendment once it has been moved and seconded. They continue to do so until the amendment has been voted on. The chair will keep a separate speakers' list for the discussion on amendments.

(a) Friendly Amendments

A member can ask that the mover and seconder of the main motion accept an amendment as "friendly". If they agree that it is a "friendly" amendment, it becomes part of the main motion.

(b) More Than One Amendment

The chair can accept more than one amendment if:

- the amendments have been moved and seconded
- they would change the same part of the motion, or
- a second amendment would change the terms of the first one.

The chair can limit the number of amendments at any one time. After the meeting deals with them, the chair can allow members to move other amendments.

(c) Order of Voting on Amendments

The order of discussion and voting on amendments is the reverse of the order in which they were moved. This means that discussion and voting begins with the last amendment moved.

Any amendment to the main motion that is passed becomes part of the main motion. When there are no more amendments to be discussed, members vote on the (amended) main motion.

(d) Majority of Votes

An amendment must have the same majority as the motion that it amends. Therefore, an amendment to a proposed by-law must have a two-thirds majority.

Comment: The chair must make sure that members know which amendment is being discussed. Members can easily become confused if there are several amendments being discussed at once.

Members cannot amend a motion by moving a whole new motion, or by an amendment that is directly against the meaning of the main motion. Members who want to oppose a motion may:

- speak against the motion

- outline a new motion to be proposed if the current motion is defeated

- ask the mover to withdraw the main motion

- ask the members to defeat the main motion so that they can move a new motion.

5. Withdrawing a Motion

The member who moved a motion can withdraw it at any time during the discussion if the seconder agrees.

Comment: The mover might decide that this is not the right time to make a decision, or might feel that someone else has a better motion to present.

6. Voting

The chair calls for a vote once every member who wishes to speak has spoken.

(a) Majority

Motions are decided by simple majority unless the *Act* or the co-op's by-laws say otherwise.

A simple majority vote is more than half of the votes cast, without counting abstentions. A two-thirds majority is two-thirds of the votes cast without counting abstentions. If the co-op votes by ballot, a spoiled ballot will not be considered a vote cast.

(b) Chair

The chair rules on whether or not the motion has passed. Any member can request a recount of votes.

Comment: Normally, members will vote by a show of hands. The chair asks first for

However, the meeting may decide, by a simple majority, to vote by secret ballot. Usually a vote by ballot is better if the item is a sensitive one.

A simple majority is not always fifty percent of the votes plus one. If there are 49 votes cast, a simple majority would be 25 not 26.

those in favour, then for those against, then for abstentions.

7. Motions About Procedure

(a) Calling the Question

A member who wishes to end the discussion can call for an immediate vote by saying "I call the question" or "I move to end the debate". This motion to call the question needs a seconder. The chair will immediately ask members to vote on whether they want to finish the discussion at this point. A two-thirds majority is needed.

If the motion to call the question is carried, the members then vote on the main motion or amendment.

If the motion to call the question is defeated, members can continue to discuss the main motion or amendment.

Comment: A motion to call the question is an attempt to stop further discussion. It should be used when members seem to be ready to vote and when speakers are not saying anything new. However, it should be used carefully as it may take away someone's right to speak.

(b) Motions to Defer, Refer, or Table a Motion

During the discussion on a main motion or an amendment, any speaker can move to

- defer the question
- refer the question, or
- table the motion.

Motion to defer the question

This motion needs a seconder. Members can debate it. It must state the date or time at which the members will discuss the question.

Motion to refer the question

This motion needs a seconder. Members can debate it. It must state to whom the question is referred.

Motion to table the motion

This motion needs a seconder. Members do not debate it.

To defer the question means to put off discussion to another meeting, or to a later time in the same meeting.

To refer the question means to give the board, a committee, or a small group the job of studying the question and of making recommendations to the members.

To table the motion sets aside the business for an indefinite period. It is usually used when members don't want to discuss, or to express their opinions. At another time, or at a later meeting, members may pass a motion (by a simple majority) "to take the motion from the table". They can then continue discussion.

Comment:

(c) Motions that Waste Time

The chair can rule a motion out of order on the grounds that it is absurd or wasting time, and not worth the members' attention.

8. Interruptions

Members can speak out of turn if they wish to raise:

- a point of order
- a point of information
- an appeal against the chair's ruling
- a question of privilege.

They can also speak out of turn if they wish to call the question.

Once a point of order is raised, the chair rules whether it is correct or not, and acts accordingly.

Members who have:

- an important piece of information, or
- a question which will save time in the discussion

can raise a point of information.

Members can appeal when they think a ruling of the chair is not correct. The appeal needs a seconder, and is not discussed. Both the chair and the member who makes the appeal can give their reasons. The question: "Do we confirm the decision of the chair?" is put to the vote. The chair does not vote. If the vote is tied, the chair's ruling is confirmed.

A question of privilege does not need a seconder. It is not discussed. The chair rules on the question without calling for a vote.

Comment:

A point of order

Members may raise a point of order if they think that

- the meeting is following an incorrect procedure, or
- there is not a quorum.

A point of order should not be used to continue a debate.

A point of information

Points of information should always be brief.

A point of information should not be used as debate.

Members who want to raise points of order or points of information should stand up and politely say that they have a point of order or information.

An appeal

The chair does not have to resign if an appeal is supported by a majority of members. Members have the right to decide how their meetings should run. An appeal is not a vote of confidence. It is simply a way for members to control their meeting.

A question of privilege

A member who feels that there is a risk to the rights, safety or comfort of the members (or of one member) may raise a question of privilege. It may be a simple matter, such as the need for better ventilation, or for the use of a microphone. There is no need of a seconder or discussion. The chair gives a ruling on the question of privilege.

Schedule B
Agreement To Be a Director

Dalhousie N\P Housing Co-operative Inc

I agree to be a director of the co-op.

I agree that any director can participate in a board meeting by telephone or other communication equipment as long as all persons in the meeting can hear each other.

Name:

Signature:

Date:

Dalhousie N\P Housing Co-operative

Schedule C
Director's Indemnity Agreement

Dalhousie N\P Housing Co-operative Inc

To:

You have agreed to be a director. The co-op agrees to indemnify you to the maximum extent permitted by section 110 of the *Co-operative Corporations Act*. This includes paying for any judgment or costs against you less any costs that result from failing to comply with your duties to the co-op.

Signature for
the co-op:

Co-op: _____

By: _____

Date: _____

Dalhousie N\P Housing Co-operative

Schedule D
Confidentiality Agreement

Dalhousie N\P Housing Co-operative Inc

Confidential information is

- personal and financial information about members
- personal information about co-op employees, and
- information about co-op business which should be kept secret to protect the co-op.

I agree that I will keep secret any confidential information that I know through my position with the co-op unless authorized by the board of the co-op. This applies while I am a member of the co-op and after I leave the co-op.

Name:

Signature:

Date:

Schedule E Board Responsibilities

The board has the following responsibilities:

Members

- approves or rejects membership applications as stated in the by-laws
- sets the advance agenda for all general members' meetings
- reports to the members on the activities of the board and committees
- pays attention to the social and community needs of the members, and
- makes sure that education about co-operatives is available to members.

Finances

- oversees the financial affairs of the co-op
- makes financial decisions for the co-op, and
- makes sure that the co-op has enough insurance coverage.

Organization

- makes sure that the by-laws and continuing resolutions of the board are adopted and reviewed regularly
- gives a clear outline of the responsibilities of staff, committees and members
- directs and coordinates the activities of all committees
- makes sure that the co-op's property is well maintained, and
- involves the co-op in the broader co-operative movement and in the local community.

Employees

- hires, fires and directs employees as stated in the by-laws
- sets the salary and employment terms of employees, and
- makes sure that education about co-operatives is available to employees.

The board can delegate some of these responsibilities to committees or staff. However, the board has the final responsibility.