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Memo

To: RTO12 / Explorers' Edge Membership
From: James Murphy, Executive Director
Date: July 12, 2020
Re: Proposed Bylaws Changes to Allow for Virtual AGMs and Special General Meetings

After review of the current provisions in your bylaws respecting AGMs and Special General Meetings, what follows are recommendations for change that will allow such meetings to be conducted remotely at the call of the Board of Directors.

Current Bylaws can be found:

- http://rto12.ca/wp-content/uploads/2020/07/EE_Bylaws_Jan2019_R1-2.pdf

Current Language	Proposed Language	Rationale for Change
a) Location The annual or other general meeting of the members shall be held at the head office of the Corporation or elsewhere in the Districts of Parry Sound and Muskoka, Algonquin Park and the Township of South Algonquin (Nipissing District) as the Board of Directors may determine and on such day as the	a) Location The annual or other general meeting of the members shall be held at the head office of the Corporation or elsewhere in the Districts of Parry Sound and Muskoka, Algonquin Park and the Township of South Algonquin (Nipissing District), <u>or remotely</u> as the Board of Directors may determine and on such day as the Board of	Provides for remote (virtual) meetings and provides a definition of "remote".

<p>Board of Directors shall determine.</p> <p>b) Notice</p> <p>There will be 30 (thirty) days' notice for an Annual General Meeting.</p> <p>c) Annual Meeting Business</p> <p>At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and a board of directors elected and auditors appointed for the ensuing year. The members may consider and transact any business either special or general. Any motion to be brought by a voting member at an Annual General Meeting or a General Meeting of the voting members shall be delivered to the Secretary no later than thirty (30) days prior to the date of the Annual General</p>	<p>Directors shall determine. <u>Acceptable means of remote participation include telephone, Internet or satellite-enabled audio or video conferencing, or any other technology that enables remote participation and all people present at the meeting are clearly audible to one another.</u></p>	
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<p>Meeting. RTO 12 will not entertain motions from the floor during an Annual General Meeting or a General Meeting.</p> <p>d) Special General Meetings</p> <p>The Board of Directors, the Chair, or a Vice-Chair shall have the power to call, at any time, a special general meeting of the members of the Corporation. Notice shall be provided by publication each week for two consecutive weeks preceding the meeting in any manner determined by the Board of Directors. This process shall be followed for the Annual General Meeting also.</p>	<p>d) Special General Meetings</p> <p>The Board of Directors, the Chair, or a Vice-Chair shall have the power to call, at any time, a special general meeting of the members of the Corporation. Such meetings shall be held at the head office of the Corporation or elsewhere in the Districts of Parry Sound and Muskoka, Algonquin Park and the Township of South Algonquin (Nipissing District), <u>or remotely</u> as the Board of Directors may determine and on such day as the Board of Directors shall determine. <u>Acceptable means of remote participation include telephone, Internet, or satellite-enabled audio or video conferencing, or any other technology that enables remote participation and all people present at the meeting are clearly audible to one another.</u> Notice shall be provided by publication each week for two consecutive weeks preceding the meeting in any manner determined by the Board of Directors. This process shall be followed for the Annual General Meeting also.</p>	<p>Provides for remote (virtual) meetings and provides a definition of “remote”.</p>
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<p>e) Error or Omission in Notice</p> <p>The accidental omission to give any notice to any Member, Director, officer, member of a committee of the Board of Directors or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the bylaws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.</p> <p>f) Adjournments</p> <p>Any meetings of the Corporation or of the Board of Directors may be adjourned to any time and from time to time such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment may be made notwithstanding that no quorum is present.</p> <p>g) Quorum of Members</p> <p>A quorum for the transaction of business at any meeting of members shall consist of not less than three members present in person in addition to the members</p>		
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<p>of the Board of Directors who are present.</p> <p>h) Voting of Members</p> <p>Subject to the provisions, if any, contained in the Letters of Patent of the Corporation, each member of the Corporation shall at all meetings of members be entitled to one vote with no proxy voting. No member shall be entitled to vote at meetings of the Corporation unless she/he has paid all dues or fees, if any, then payable.</p> <p>At all meetings of members every question shall be decided by a majority of the votes of the members present <u>in person</u>. Every question shall be decided in the first instance by a show of hands unless any member demands a poll. Upon a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded a declaration by the Chair that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be</p>	<p>At all meetings of members every question shall be decided by a majority of the votes of the members present. Every question shall be decided in the first instance by a show of hands <u>or other method agreed upon by those participating in a remote meeting</u> unless any member demands a poll. Every member having voting rights shall have one vote, and unless a poll be demanded a declaration by the Chair that a resolution has been carried or not carried and an entry to that effect in</p>	<p>Deleted "in person" for clarity.</p> <p>Provides flexibility for voting methods that may be</p>
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<p>withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the members present <u>in person</u> and such poll shall be taken in such manner as the Chair shall direct and the result of such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chair shall be entitled to a vote in order to break the tie.</p>	<p>the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the members present and such poll shall be taken in such manner as the Chair shall direct and the result of such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands, a poll, <u>or other agreed upon method of voting</u>, the Chair shall be entitled to a vote in order to break the tie.</p>	<p>available via different technologies.</p> <p>Deleted "in person" for clarity.</p>
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