

SPECIAL RESOLUTION 1

SUBMITTED BY: CHF Canada Board of Directors

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This resolution is for the meeting of: ✓ all CHF Canada members Ontario Members

Electronic Member Meetings

WE RESOLVE:

1. THAT CHF Canada amend By-law 1, with immediate effect, to:

- a. add a new paragraph (k) to section 3.01 (Members Meetings):
 - i. Members meetings may be held anywhere in Canada at such time as the Board of Directors determines. Members may hold meetings by means of a telephonic, electronic or other communication facility as permitted by the *Canada Cooperatives Act*.
- b. add a new paragraph (d) to section 3.02 (Annual Meeting of Members):
 - i. The Annual Meeting may be held anywhere in Canada at such time as the Board of Directors determines. The Annual Meeting may be held by means of a telephonic, electronic or other communication facility as permitted by the *Canada Cooperatives Act*.

OUR REASONS FOR THIS RESOLUTION ARE:

1. Due to the extraordinary events surrounding the COVID-19 pandemic, CHF Canada had to cancel its in-person Annual General Meeting in Halifax, scheduled for June 13, 2020. Despite the pandemic, the law requires that CHF Canada offer the members an opportunity to meet and conduct the essential business of the co-operative. By amending the By-laws to allow for meetings by telephonic, electronic or other means, CHF Canada can fulfill its obligations to the members of the co-operative.

2. CHF Canada By-law No. 1 already allows for meetings of the Board of Directors to be held in person and by “means of a telephonic or other communication facility.” This resolution would offer the members the same opportunity.
3. CHF Canada By-law No. 1 is silent on the manner in which members’ meetings may be held. Part 6, Section 48(3) of the *Canada Cooperatives Act* does make a provision for meetings to be held by telephonic, electronic or other means, as long as meetings permit delegates to speak and to be heard.
4. The Regulations under the *Canada Cooperatives Act* also permit voting “by telephonic, electronic or other communication facility.”

**PROPOSED AMENDMENTS TO
CHF CANADA BY-LAW No. 1 SHOWING CHANGES**

ARTICLE 3 — MEETINGS OF MEMBERS

3.01 Members Meetings

- (a) A Member wishing to vote at a Meeting of the Members must appoint a Delegate.
- (b) A Member may appoint an Alternate to the Delegate. The Alternate may act in the Delegate's place at the Delegate's request.
- (c) No person can be a Delegate or Alternate for more than one Member.
- (d) Each Member attending the Meeting must provide CHF Canada with the name and address of its Delegate and Alternate, if any, in the manner required by CHF Canada.
- (e) If a Member's information about its Delegate or Alternate is incomplete or changes before a Meeting where the Delegate or Alternate is to represent the Member, the Member must give the additions or changes to CHF Canada in writing before the Meeting. CHF Canada reserves the right to ask that any changes be certified by an officer of the Member.
- (f) The quorum for Meetings is 15 per cent of the Members on the date that notice of the Meeting is given. Business can be conducted at a Meeting as long as there is a quorum.
- (g) All Members in Good Standing have the right to vote at Meetings.
- (h) Each Member has only one vote. No Member can vote except by its Delegate or Alternate. Voting by proxy is not allowed.
- (i) Except where the By-laws require a Special Resolution, any question coming before a Meeting will be decided by a Resolution passed by a majority of the votes cast on the Resolution. In the event of a tie vote, the proposed Resolution will fail.
- (j) Meetings will be conducted according to Robert's Rules of Order, with any changes approved by Members.
- (k) Members meetings may be held anywhere in Canada at such time as the Board of Directors determines. Members may hold meeting by means of a telephonic, electronic or other communication facility as permitted by the *Canada Cooperatives Act*.

3.02 Annual Meeting of Members

- (a) An Annual Meeting of the Members must be held each year by the last day of June.
- (b) Notice of the Annual Meeting must be sent to each Member not less than 30 Days and not more than 60 Days before the Meeting.
- (c) The agenda of the Annual Meeting will include:
 - (i) the auditor's report;
 - (ii) the consideration of the audited financial statement for the last year;
 - (iii) the appointment of the auditor for the current year;
 - (iv) the consideration of budgets and current financial statements;
 - (v) resolutions from the Board and the Members, if any;
 - (vi) the election of directors;
 - (vii) other business agreed to by the Members.

The business of the Annual Meeting will be conducted in the order approved by the Members at the Annual Meeting.

- (d) The Annual Meeting may be held anywhere in Canada at such time as the Board of Directors determines. The Annual Meeting may be held by means of a telephonic, electronic or other communication facility as permitted by the *Canada Cooperatives Act*.