

## Policies and Procedures

<b>Policy Name: OLA Annual General Meeting</b>	
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## **OLA ANNUAL GENERAL MEETING**

### **INTRODUCTION:**

The following policies and procedures are intended to ensure the smooth operation of OLA's AGM. The rules associated with the OLA AGM are contained in OLA By-Law 1. Should there be a discrepancy between the policies and procedures and OLA By-Law 1, the by-law will take precedence.

### **Sections:**

- 1. Business conducted at an AGM**
- 2. Notice of AGM**
- 3. Deadlines and timelines**
- 4. Roles and Responsibilities**
- 5. Rules of Procedure**
- 6. Rules of Participation**
- 7. Voting including voting method, proxy guidelines/rules**

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### **1. Business conducted at an AGM**

The following business is conducted at the AGM:

- Report of the Board of Directors of the Association
- Report of the Elections Committee
- Report of the Treasurer and annual financial statements
- Appointment of the auditors for the ensuing year
- Other business raised by the OLA Board or the membership

#### 1.1 Resolutions

Resolutions are means for the Board or a member to propose action for the membership to consider. For the purpose of these procedures, a resolution is the same as a motion. Refer to the **OLA Resolutions Policy and Procedure**.

## **2. Notice of AGM**

Provincially incorporated organizations must hold the AGM within six months of the end of the organization's fiscal year. OLA's fiscal year is August 31.

OLA by-laws stipulate that members are provided with 90-day notice of the Annual General Meeting.

Delivery methods for notice are referred to in the OLA's by-law. Currently, notice is sent by email to members and posted to the OLA web site.

## **3. Deadlines and timelines**

The following deadlines are established in OLA By-Law 1:

90 days: deadline for notice of AGM and call for resolutions

30 days: notice of by-law amendments to the members

30 days: submission of other resolutions for the AGM

7 days: notice of resolutions sent to members (other than by-law amendment)

The OLA AGM is held annually within six months from the August 31<sup>st</sup> end of fiscal.

## **4. Roles and Responsibilities**

### 4.1 Duties of the Chair

The chair is the OLA President of the year being presented, or designate, who presides over the AGM. Duties include:

- a) The enforcement of all rules for the orderly conduct of the meeting.
- b) Exercising judgment and tact at all times.
- c) Providing every member present and so entitled, reasonable opportunity for participating in the discussion of the question before the meeting. This includes not recognizing "the question" when both sides of the issue have not been heard from and there is a speaker for the order side at a microphone.
- d) Preserving order and, if necessary, requesting any disorderly member to retire from the meeting. The meeting shall not proceed until this has been complied with.
- e) Preventing motions that are evidently frivolous or designed to cause delay. In such cases, the Chair shall refuse to entertain the motion.
- f) Ensuring that each motion is clearly stated as it comes before the meeting. If a motion requires a seconder, the motion will not be stated until it has been seconded.

- g) Putting a vote to every motion when the debate on the motion is complete, and to declare whether the motion has been passed or defeated.
- h) Expediting business in a manner compatible with the rights of the members.
- i) Performing such other duties as the meeting may properly direct or the Rules of Procedure may require.
- j) Abstaining from expressing a personal opinion on any matter under discussion save when such matter pertains directly to a question of order.
- k) Ascertaining that the quorum is present.
- l) Calling the meeting to order on opening and to adjourn it when business is completed or when, for some reason, it cannot be further proceeded with.

#### 4.2 Duties of the Executive Director

The Executive Director, or designate appointed by the OLA Board, will:

- a) Provide the chair with a meeting template one week in advance of the AGM indicating the order of business, prompts for movers and seconders and procedure.
- b) Act as secretary for the AGM.

#### 4.3 Duties of the Parliamentarian (if assigned)

The OLA Board of Directors may wish to appoint a parliamentarian to advise on procedure before and during the AGM. This would be advisable in situations where there are contentious or complicated items of business brought to the AGM.

### **5. Rules of Procedure**

Rules of Procedure are used to facilitate the business of the meeting, not to obstruct it.

Rules of procedure provide the framework for working together and provides the means for translating beliefs and ideas into effective action. It is essentially common sense used in a gracious manner. The basic principles to remember are:

1. Courtesy and justice for all.
2. Only consider one thing at a time.
3. The minority must be heard.
4. The majority must prevail.
5. The opportunity for discussion of every motion should be provided.
6. All full members have equal rights, privileges and obligations.
7. Every member has the right to know the meaning of the motion and the effect it will

have.

The purpose of following proper procedures is:

1. To keep the meeting orderly.
2. To permit the issues to be clearly stated.
3. To have a conclusion reached.
4. To finish dealing with matters that are raised.

### 5.1 Participants

Some resolutions will lead to a debate. The debate participants are:

**On the floor:** Registered AGM delegates that are members of the Ontario Library Association. Only members have the right to vote.

**On the stage:** The Chair (the OLA President, or designate), a scribe, OLA Executive Director, and a Resolutions Committee representative (usually the Board Vice-President).

a) Introduction of new business and resolutions

Resolutions are submitted in advance with adherence to the resolution's timeline set out in by-law 1 and are provided in a self-contained proposal drafted in such a way as to clearly state what action is to be taken and worded so that a decision can be made at the meeting. Refer to the **OLA Resolutions Policy and Procedure** for detailed information about submitting a motion to the AGM.

The following rules govern: requires a seconder; is debatable; can be amended; a majority vote is required; can be reconsidered; cannot interrupt a speaker.

- b) A member obtains the right to speak by going to a microphone, being recognized by the Chair, and introducing themselves. The member's remarks are confined to the item being discussed.
- c) A member will introduce the item of business by making a motion "*I move*". Another member seconds the motion which then opens the question for discussion.
- d) The Chair regulates debate, puts the motion for a vote, takes the affirmative vote, then the negative vote and declares the result (motion carried or defeated). An abstention vote may also be noted.
- e) If a member feels the decision of the Chair is not correct, then a count may be requested.

### 5.2 Basic Rules of Debate

- a) Each member is entitled to speak once to a question. At the discretion of the Chair, a

member may speak more than once only after all other members, who wish to speak, have had the opportunity to do so.

- b) The Chair will make an effort to balance the discussion rather than permitting several consecutive speeches on the same side of the question.
- c) At the discretion of the chair, speeches may be limited to three (3) minutes. This shall not apply to the spokesperson for a committee when speaking to a motion on behalf of a committee.

Extensions may be permitted by the Chair.

- d) The proposer of a motion has the privilege of opening and closing debate on that motion.
- e) A member, if called to order while speaking, shall relinquish the microphone until the question of order has been decided.
- f) Members must not indulge in personalities and should avoid reference by name.
- g) Members must always speak through the Chair. If they wish to ask another member a question, it is done through the Chair. Members must not ignore the Chair and the speakers list in order to debate an issue directly with another member.
- h) The Chair must remain strictly neutral and must vacate the Chair to a deputy to take part in the debate on any question. He does not return to the Chair until the pending question is voted upon.

### 5.2.1 Amendments

While resolutions from members must be submitted in advance of the OLA AGM, an amendment may be made from the floor to the motion. A primary amendment is an amendment to a motion; a sub-amendment is an amendment to the amendment. The Chair shall not recognize an amendment to a sub-amendment, yet he may recognize a substitution which, if agreed to, would become a sub-amendment. An amendment must be relevant to the subject being amended. Amendments are voted in the reverse order in which they were proposed. If an amendment or sub-amendment is defeated, another may be moved. When all amendments have been decided, the original motion, modified by any amendment(s) which may have been carried, shall be put to a vote.

An amendment must be relevant to and have a direct bearing on the subject of the pending motion.

An amendment may be hostile. That is, it may be opposed to the actual intent of the original motion. An amendment that merely changes an affirmative to a negative is not in order, e.g., a motion to “endorse John Smith” may be amended to “endorse Jane Doe”, but it

cannot be amended to “to **NOT** endorse John Smith”.

If another member proposes a friendly amendment, the mover of the motion may save time by accepting the amendment (the consent of the seconder is not required). If no member of the assembly objects, the amendment is accepted.

**Amendment by substitution:**

This is used when it is better to reword the motion instead of proposing several amendments. An amendment by substitution can be amended (a sub-amendment). An amendment by substitution to a main motion, if carried, still requires a vote on the motion as amended.

The following rules govern amendments: requires a seconder; is debatable; an amendment may be amended but a sub-amendment cannot be amended; a majority vote is required; may be reconsidered but only up to the time when the motion which it amends is put to a vote by the Chair; cannot interrupt a speaker.

5.2.2 Point of order

A member may interrupt debate at any time by addressing the Chair and stating his desire to raise a point of order. Such action is only taken to ensure orderly procedure.

A point of order may refer to such matters as a breach or violation of the Rules of Procedure or of the By-Laws. It may be raised when a speaker is not confining his remarks to the motion before the Chair.

A point of order is not to be used to interrupt when you do not like what a speaker is saying or, for that matter, when you do not like the speaker. It is not to be used to try and give advice to the Chair. When a point of order is being considered by the Chair, the only valid additional point of order would be when the Chair is not dealing with the first point of order.

The following rules govern: does not require a seconder; is not debatable; cannot be amended; is not put to the vote; cannot be reconsidered; may interrupt a speaker.

5.2.3 Moving the question

The purpose of this motion is to bring the pending motion or motions to an immediate vote and thus prevent or stop debate.

Unless the motion to close debate is qualified it applies to the immediately pending motion only. If a motion, an amendment and a sub-amendment are pending, only the sub-amendment would be affected unless the others were mentioned in the motion.

To call out “Question” without obtaining the floor is out of order when it interrupts a speaker or when others wish to speak.

The Chair has the right to not recognize “the question” when both sides of an issue have not been heard and there is a speaker for the other side at a microphone.

The following rules govern: requires a seconder; is not debatable; cannot be amended; requires a two-thirds (2/3) majority vote; cannot interrupt a speaker.

#### 5.2.4 Referring the Motion

By this motion a pending motion is referred with or without instructions to a committee or individual. The motion should indicate when the committee or individual shall report back to the general body. Referral of the main motion would include any amendment and sub-amendment.

The following rules govern; requires a seconder; is debatable provided the main motion is debatable; can be amended; a majority vote is required; may be reconsidered if work has not started on the motion; cannot interrupt after debate has been entered into. Amendment and debate is restricted to selection, membership or duties of the committee, or instructions to the committee or individual.

#### 5.2.5 To table the Motion

Postpone to an unspecified time later in the meeting

This motion postpones debate on all motions (main and amendments) that are currently being debated. It can be untabled by motion at the same meeting provided no other business is before the assembly when proposed. *An unspecified time* means to a certain point in the meeting that cannot be tied to a specified time, e.g., to table until after Motion 3 and 4 have been dealt with.

The following rules govern: requires a seconder; is not debatable; cannot be amended; requires a majority vote; cannot be reconsidered; cannot interrupt a speaker.

Requires a two-thirds (2/3) majority vote when it would suppress a motion without debate.

#### 5.2.6 To untable (resume consideration)

The purpose of this motion is to restart debate of motions that were tabled during the same meeting.

The following rules govern: requires a seconder; is not debatable; cannot be amended; majority vote required; cannot be reconsidered; cannot interrupt a speaker.

### 5.2.7 Withdrawal of a motion

Leave to withdraw a motion may be requested as follows;

The mover may withdraw his motion without the consent of anyone, provided that no one else has started to debate the motion and may request leave to withdraw it after debate has started but before a vote is taken on the motion, provided no member objects.

If an objection is made, a member may move that permission to withdraw be granted, in which case the following rules govern: requires a seconder; is not debatable; cannot be amended; requires a majority vote; can interrupt a speaker.

### 5.2.8 Split the motion

The purpose is to divide a motion that is composed of two or more independent parts into individual motions that may be considered and voted on separately.

Each independent part must be properly worded to make sense by itself. This does not mean that the second part could not be redundant or out of order if the first part fails.

The following rules govern: no seconder required; is not debatable; no vote required; cannot interrupt a speaker.

### 5.2.9 Appeal from the decision of the Chair

If a member disagrees with a ruling of the Chair, he may appeal the decision of the Chair. An appeal cannot be made when another appeal is pending but must be made as soon as possible after the Chair has announced its decision and before debate on the pending motion has been resumed. If the business of the meeting has been proceeded with, no appeal may be made.

In appealing the Chair's decision, a member shall rise and address the Chair thus: "*I appeal the decision of the Chair.*". This appeal may be made without waiting for recognition by the Chair. The Chair will then ask if the appeal is supported. If the appeal is supported by at least one other member, the Chair will state the motion in the following or similar terms: "*There is an appeal of the decision of the Chair.*". The member appealing may then state, if he so desires, his reason for the appeal. The Chair may then state, if he so desires, his reason for the decision. He shall then put the question to a vote: "*Those supporting the decision of the Chair.*". He will then follow with: "*Those against the decision of the Chair.*".

The following rules govern: requires a seconder; is debatable; cannot be amended; requires a majority vote; cannot be reconsidered; is in order when another speaker has the floor but not after debate has resumed or other business has proceeded.



### 5.2.10 Request for information (parliamentary enquiry)

The purpose of this request is to enable a member:

- (a) To ask the Chair a question related to procedure in connection with the pending motion or with a motion the member may wish to bring before the assembly immediately, or for information on the meaning or effect of the pending question, or
- (b) to ask the speaker or the proposer of the motion a question about the pending motion.

It is not to be used for the purpose of giving information.

A request for information may interrupt a speaker only if it requires an immediate answer. No member should interrupt a speaker with an enquiry if it can reasonably wait until the speaker has finished speaking.

A request for information is always addressed to the Chair and is answered by the Chair. If a speaker is interrupted and the Chair decides that an immediate answer is not required, the speaker will be told to continue, and the question answered after the speaker is finished.

The Chair should never allow a request for information to be used as a method of annoying a speaker and should refuse recognition to any member who is using it to harass or delay.

The following rules govern: can interrupt if it requires an immediate answer; does not require a seconder; is not debatable; cannot be amended; does not require a vote.

### 5.2.11 To adjourn

The following rules govern: does not require a seconder; is not debatable; cannot be amended; requires a majority vote; cannot be reconsidered; cannot interrupt a speaker. Passing of the motion will cause the following actions: adjournment of meeting.

### 5.2.12 To recess

A motion to recess suspends the meeting until a later time. This differs from a motion to adjourn which terminates the meeting. When the assembly reconvenes following a recess, it resumes the meeting at the point where it was interrupted by the motion to recess.

The following rules govern: requires a seconder; debate is restricted to a brief discussion on the time, duration or need of recess; amendments restricted to the time or duration of recess; requires a majority vote; cannot interrupt a speaker.

### 5.2.13 Question of privilege

Both the meeting itself and each of the members have certain rights with respect to safety, comfort, dignity, reputation and freedom from disturbance. Raising a question of privilege is a method by which a member directs the attention of the meeting to a situation that interferes with any of these rights.

The following rules govern: does not require a seconder; is not debatable; cannot be amended; is not put to a vote; cannot be reconsidered; can interrupt a speaker.

### 5.2.14 Limit debate / extend debate

The purpose of this motion is to limit or extend the time that will be devoted to the discussion of a pending motion or to modify or remove limitations already imposed on its discussion, e.g., limit each speaker to three minutes: limit debate on the question to one hour; extend the time of the speaker by five minutes or limit discussion to three more speakers.

The following rules govern: requires a seconder; debate is restricted to type and time of limitations; requires a two-thirds (2/3) majority vote; cannot interrupt a speaker.

### 5.2.15 To reconsider

The purpose of this motion is to enable the assembly to set aside a vote on a main motion taken at the same meeting and to consider the motion again as though no vote had been taken on it.

A motion to reconsider cannot be moved after the motion to which it refers has been acted upon. It cannot be applied to vote immediately, to adjournment or to any other subsidiary motion. A motion to reconsider is out of order if a similar motion has been previously applied to the main motion. The motion to reconsider must be moved at the same meeting as the original motion.

The following rules govern: requires a seconder; is debatable; cannot be amended; requires a two-thirds (2/3) majority vote; can interrupt a speaker.

### 5.2.16 To rescind

This motion is used to rescind, cancel or repeal a motion previously adopted. It can be proposed at any meeting. If the motion previously adopted has been executed, to rescind it is out of order. The motion to rescind usually applies to motions dealt with at past meetings because the motion to reconsider applies to motions which have been dealt with at the current meeting.

The following rules govern: requires a seconder; is debatable; cannot be amended; majority vote required; cannot interrupt a speaker.

### 5.3 Classification of Motions

#### a) Privileged motions

A privileged motion is one that, while having no relation to the pending question, is of such urgency or importance as to require that it shall take precedence over all other motions.

- Adjourn
- Recess
- Question of privilege
- Recorded vote
- Roll call vote

#### b) Subsidiary motions

A subsidiary motion is one that may be applied to the main motion, and to certain other motions, for the purpose of amending them, delaying action upon them, or otherwise disposing of them.

- Amend
- Refer
- Table (to an unspecified time)
- Table (to a specified time)
- Limit / Extend debate
- Move the question

#### c) The main motion

A main motion is one that brings before the assembly a particular subject for discussion. It cannot be made while another motion is pending.

- Introduction of new business

#### d) Specific main motions

This classification includes motions to reconsider, to resume consideration (untable), and to rescind.

- Untable
- Reconsider
- Rescind

#### e) Incidental motions

An incidental motion is one that arises out of another question which is pending or has just been pending. It shall be decided before the pending question, or before other business is taken up. Incidental motions have no fixed rank by take precedence over questions out of which they arise, irrespective of whether those questions are main, privileged, subsidiary, or miscellaneous motions.

- Appeal from a decision of the Chair 10
- Consider informally
- Closed session
- Suspension of rules
- Point of order
- Split the motion
- Request for information
- Withdrawal of a motion

### **Out of Order Motions**

The following motions will be ruled out of order and will not be accepted.

1. Postpone indefinitely - motion to table accomplishes the main purpose of this motion.
2. Point of information - this has been misused to try and give information. Giving information is just speaking to the motion. A request for information is a separate motion.

## **6. Rules of Participation**

### 6.1 Registration

To expedite registration, OLA will offer online pre-registration to members. On-site registration will also be provided. Members joining remotely via electronic means will be registered before the AGM commences.

## **7. Voting including voting method, proxy guidelines/rules**

Voting will be counted with a show of hands. Proxy votes will be counted with a show of voting cards. Refer to section 7.5 Proxy Voting for more detail about proxy votes. Remote participants will have their electronic vote counted and captured.

### 7.1 Show of hands/voting cards vote

The Chair decides the result on the basis of his observation of the number of hands or voting cards (for proxy voting purposes) raised for the motion and against the motion.

### 7.2 Counted vote

The hands raised/proxy voting cards raised for or against a motion are counted and the result of the count given to the Chair. This is used when the Chair is uncertain of the result or when a member disagrees with the Chair and requests a count. If the Chair denies the request, a motion to have a counted vote would be in order and would be dealt with immediately. The results of the counted vote are recorded in the minutes.

### 7.3 Electronic vote

Where a vote is conducted using electronic means, the vote is a counted vote and the results of the counted vote are recorded in the minutes.

### 7.4 Roll call vote

OLA By-Law 1 stipulates that every question shall be decided in the first instance by a show of hands unless a poll be demanded by any fifty members. Should a poll be demanded, voting members are called by name and the result of the vote recorded. This motion must be made prior to the Chair asking for a vote and will be dealt with immediately.

The Chair can only vote once.

In the event of a tie, the Chair may use their vote if they have not already voted. If the Chair does not vote, the motion is defeated as it does not have a majority in favour.

The Chair cannot be compelled to vote on any question.

Delegates who do not vote have consented to allow the will of the organization to be expressed by those voting. The delegates who do not vote are not counted for the purpose of a majority or two-thirds (2/3) majority vote.

### 7.5 Proxy Voting

Proxy voting will occur when it is difficult for members to attend the AGM. As ample notice of the AGM is provided including the opportunity for members to join in person or electronically, OLA strongly encourages members to attend the AGM versus use of a proxy.

A proxy is a written statement that authorizes a person (called the proxy holder) to vote for another member at the AGM.

A person attending or voting at the OLA AGM and acting on the authority of a proxy is called a proxy holder or, simply, a proxy. As noted in By-Law 1, a proxy holder may be a member or non-member of OLA.

The proxy is general which gives the proxy holder the leverage to vote their own

conscience.

The Proxy form will be available to members 7 days in advance of the AGM. Members must register the proxy holder with the executive director in writing no less than 48 hours in advance of the AGM.

A proxy card will be issued at the AGM registration desk and the number of proxy votes will be indicated on the card.

OLA staff and OLA Board members will not be proxy holders.

Proxy holders will be seated in a designated area to facilitate counting.

#### 7.5.1 Rules for Revoking Proxies

A member can revoke a proxy by issuing a new one or by providing written notice to the executive director. The member can also revoke their proxy by attending a meeting in person and casting their own ballot. In this case, the voter must attend the meeting AND vote at the meeting in order for their vote to count.

Members may not offer to pay proxies or offer valuable items in exchange for the promise that they'll be given special treatment after the vote.

\*Adapted in part 2019, from Rules of Procedure PIPSC AGM, The Professional Institute of the Public Service of Canada,

<https://www.pipsc.ca/about/governance/agm/2017/binder/rules-procedure-pipsc-agm>