

### **Purpose of this Operating Procedure**

1. The purpose of this Operating Procedure is to define the procedures for HPAC/ACVL meetings of members.

### **Types of Meeting of Members**

2. There are two types of meetings of members. The first type is an Annual General Meeting (AGM) of members which is held yearly. The other type is a special meeting of members which is held irregularly.
3. This Operating Procedure applies to all meeting of members unless specified otherwise.

### **Venues for Meeting of Members**

4. Because the HPAC/ACVL is a national association with members spread out throughout all provinces and territories, it is not practical to hold physical meetings of members. To maximize the participation of members at meeting of members, these meetings shall be held electronically.

### **Decisions That Must be Taken by Members**

5. The HPAC/ACVL is structured to facilitate decision making by empowering the elected BoD to make most decisions on behalf of members. However, the Canada Not-for-Profit Corporations Act stipulates that members must make some decisions directly. The decisions that must be made by members are as follows:
  - a. Amend the Articles of Continuance and the By Laws of the Corporation;
  - b. Change the name of the Corporation;
  - c. Change the number of Directors;
  - d. Change the terms of office of Directors of the Corporation;
  - e. Appoint the Corporation public accountant; and
  - f. Dissolve the Corporation.

### **Business at AGMs**

6. The Business at AGMs shall usually be limited to the review of the Officers, Executive Director and public accountant reports and the appointment of the public accountant.

### **Business at Special Meetings of Members**

7. The BoD shall call a special meeting of members within 120 days of the submission of a written resolution of members carrying no less than 15% of the signatures of voting members. For the purpose of establishing the number of signatures required, the number of members in the HPAC/ACVL as of the first of the month on which the resolution is post-dated shall be used.

## Official Notice of Meeting of Members

8. The President shall give members no less than 30 days' notice of a meeting of members by placing a notice of the meeting on the HPAC/ACVL website. The notice shall contain sufficient information to allow members to form a reasoned judgment on the issues to be tabled.
9. The BoD is responsible for setting procedures for meetings of members. The President shall specify the specific procedures for a meeting of members as part of the official notice for that meeting of members.

## Resolutions at Meetings of Members

10. A resolution at a meeting of members shall be carried by a 75% majority of the members present. A member shall be deemed to be present if he/she has voted on a resolution at a meeting of members.
11. The following resolutions shall always be voted on at the AGM:
  - a. The acceptance of the public accountant report;
  - b. The selection of the public accountant for the forthcoming year; and
  - c. The approval of the budget for the forthcoming year.
12. A member who misrepresents another member's vote shall have deemed to have committed fraud and shall be subject to suspension and/or expulsion from the HPAC/ACVL.

## Responsibilities

13. The BoD is responsible for setting the procedures for meeting of members and approving the minutes of meeting of members.
14. The President is responsible for calling and chairing meetings of members.
15. The Secretary, or designate thereof, is responsible for:
  - a. drafting the minutes of meeting of members;
  - b. submitting the minutes of meeting of members to the BoD for approval within 10 days following the end of the meeting;
  - c. Making all changes specified by the BoD to the draft minutes; and
  - d. Forwarding the final minutes of meeting of members to the Executive Director for publication.
16. The Executive Director is responsible for translating the minutes of meeting of members and publishing them on the HPAC/ACVL web site.
17. The public accountant is responsible for reporting the financial status of the HPAC/ACVL at AGM.
18. Members are responsible for participating and, if required, voting at meetings of members.