

# QUICK REFERENCE

## PROCEDURAL RULES FOR THE MEETING

(Annual general meeting)

### Purpose of this document

The purpose of this document is to:

- Inform members of the procedural rules for the meeting.
- Encourage members to prepare for the meeting by consulting the available documentation.
- Ensure the meeting runs smoothly.

### Things to keep in mind:

- The procedure followed during meetings must comply with the *Credit Unions and Caisses Populaires Act, 2020* (the "Act"), regulations, rules of professional conduct, standards and democratic principles.
- The meeting chair decides on all procedural matters. The chair may draw on the generally accepted rules of procedure for deliberative meetings but retains complete discretion in this regard.
- The information in this quick reference is general in nature and some exceptions may apply.
- It is prohibited to make video or audio recordings, take photos or otherwise reproduce the annual general meeting.

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## 1. Members

### Who can attend the Desjardins Ontario Credit Union annual general meeting?

All credit union members are cordially invited to attend and participate in the meeting.

Representatives of the Fédération des caisses Desjardins du Québec may also attend and speak at the credit union meeting.

### Who can vote?

All members over the age of 16 are entitled to vote at the meeting in accordance with the terms of the bylaws.

A legal person member, an unincorporated association, a municipality as defined in the *Municipal Affairs Act* or a partnership registered under the *Business Names Act* may be represented only by a natural person. A person acting as a representative may only act in this capacity for one business member. To participate in the meeting in person, this person must present a document designating them as representative of the legal person, partnership or group. To obtain a resolution template or proxy form, contact your credit union.

## 2. Meeting chair

The credit union chair presides over all meetings held by the credit union. If the chair is absent or unable to act, the vice-chair replaces them.

Duties of the meeting chair:

- Open and lead the meeting and ensure it runs smoothly.

- Present the items in accordance with the agenda and provide any required explanations (they can also ask another person to do so).
- Ensure that members' opinions are shared respectfully and in keeping with the agenda items.
- Ensure compliance with the credit union bylaws.
- Eligible to vote.
- Read the written comments from members who are participating online and share them, and when members are physically present, authorize them to speak.
- Decide on the admissibility of any motion that may be moved at the meeting.
- Adjourn the meeting when there is no further business (for example, when the results of the deferred voting period are posted).

As a reminder, the meeting chair decides on all procedural matters. The chair may draw on the generally accepted rules of procedure for deliberative meetings but retains complete discretion in this regard.

### 3. Right to speak

#### Members' right to speak

##### In person

Provided members are on site, the chair may allow them to speak. In principle, only members have the right to speak at a meeting. However, the chair may give any person designated by them the right to speak.

No one is allowed to interrupt a member who has been given the floor by the chair.

The person with the floor must:

- Identify themselves by stating their name.
- Refrain from using insulting, rude or misleading insinuations.
- Address the chair, even if they are responding to another participant.
- Speak only to the motion being debated or make a motion.
- Speak for a maximum of 3 minutes.

Members have the right to speak a second time on the same subject as long as the debate has not been closed, there are new elements to discuss, and there are no other members waiting for their first turn to speak.

The person must remain courteous in their interactions and be respectful of the opinions of others. If they fail to do so, the chair may interrupt the speaker to call them to order and impose sanctions, where appropriate.

In every annual general meeting, a Q&A session of at least 15 minutes will be allotted. This is a time for any member to ask questions or make comments to the board of directors. The chair, however, may end the Q&A session if there are no further comments.

##### Remotely (online participation)

For members attending the meeting remotely, the right to speak is exercised in writing using the question and comment box shown on the screen of the device used during the live broadcast of the meeting. The chair

will select certain questions that they feel are relevant, read them out and respond to them during the meeting.

In order not to interfere with the smooth running of the meeting, certain matters may be dealt with separately following the meeting.

### **Chair's right to speak**

The chair has an absolute right to speak and may not be interrupted. They can, without relinquishing the chair, express the position of the board and participate in debates. They must, however, be objective and may not make or second a motion unless they relinquish their seat to do so.

## **4. Motions**

### **What is a motion?**

Generally, a motion is a recommendation made by a member to put an item listed on the agenda to the meeting. The meeting discusses the motion (debate) and is then asked to make a decision on it (vote). If the motion is adopted by the meeting, it becomes a resolution or a bylaw as the case may be.

The chair reads the items on the agenda, provides necessary explanations or yields the floor before any deliberation and before receiving a motion. No discussion may take place until the main motion has been presented by the chair or a third party.

Generally, the chair will inform the meeting that they are ready to receive a motion for consideration by the meeting. At this time, a voting member identifies themselves and then makes the motion or simply states "I move". To be in order, the motion must also be seconded by another voting member. This person must also identify themselves and state that they second the motion.

If the motion is in order, debate begins. It is important that the motion be clear so everyone knows the focus of the debate.

The chair then gives the floor to members in accordance with the applicable rules. When the debate is over and there are no more new elements to be discussed, the chair asks the meeting to vote on the motion.

The meeting usually handles a motion by either adopting or rejecting it.

### **Limitations of motions**

The meeting has specific powers under the Act and the bylaws. It may not vote on motions that exceed its powers, for example, on matters that fall under the jurisdiction of the credit union board of directors or the Fédération des caisses Desjardins du Québec.

Any motion made to be voted on by the meeting must therefore be within the scope of the powers of the meeting. If it's not, the chair must rule it out of order.

### **Different types of motions**

#### **Main motions**

Main motions are usually **indicated on the agenda**. These are the items that must be decided on at the meeting. They can include approval of previous AGM minutes, for example.

Note:

Any documents that accompany a motion and that were made available in advance, notably on the credit union's website, are automatically exempt from being read in full when applicable. We encourage you to become familiar with these documents before the meeting so you can participate fully.

The main motion must generally be adopted by a majority or 2/3 of the votes cast, as set out in the Act.

If a decision is to be made other than by a simple majority of the votes cast, the chair must indicate this.

### Incidental motions

Below are some of the incidental motions that may be made at the meeting. These motions must be moved and duly seconded by a member to be voted on at the meeting. For each motion, it will be indicated whether it is debatable, whether it can be amended and the majority required for its adoption.

#### Adjournment of debate

*(Used to postpone the debate to another time during the meeting)*

- May be debated
- May be amended
- Simple majority of votes cast

#### Amendment

*(Used to add, remove or amend elements of a main motion)*

- May be debated
- May be amended
- Simple majority of votes cast

#### Referral to a committee

*(Used to assign a matter to a committee for further study)*

- May be debated
- May be amended
- Simple majority of votes cast

#### Withdrawal of a main motion or amendment

*(Used to end the discussion without the meeting making a decision on the main motion or amendment)*

- No debate (in view of its importance, it needs to be a motivated decision)
- No amendments
- Simple majority of votes cast

#### Immediate vote

*(Used to close the debate on a motion and call for an immediate vote)*

- No debate (in view of its importance, it needs to be a motivated decision)
- No amendments
- 2/3 majority of the votes cast

## 5. Voting information

### Hybrid meeting

In a hybrid meeting, both members who are physically present in the room where the meeting is being held or one of the satellite locations, and members who are attending the meeting online will be able to vote on certain matters during the broadcast of the meeting.

During the deferred voting period that takes place during the 4 days following the broadcast of the meeting, all members may, where applicable, elect members to the board of directors.

### Additional details on deferred voting

For the vote that takes place within 4 days after the broadcast of the meeting, members must use AccèsD and click the **Vote** button. Clear voting instructions will be provided to help you vote. Voting can also be accessed via each credit union's website and on the Desjardins.com homepage. To vote, members need to be registered for AccèsD. This can also be done by contacting the credit union.

For members who don't have AccèsD or don't want to vote on this platform, voting stations may also be made available on-site the night of the meeting to facilitate voting.

Our voting system allows us to confirm if a member meets the required conditions to be a member.

For a legal person or partnership member, the main administrator and signatory on AccèsD Affaires can exercise the right to vote.

### Abstention (choosing not to vote)

Members may either vote for or against a motion or abstain. Abstention is not a vote against the motion, but a refusal to vote. Abstentions are not taken into account in tallying a vote.