



## QUEST OUTREACH SOCIETY 2020 Annual General Meeting Rules of Order

*The following shall be the Rules of Order for the Annual General Meeting (“AGM”) of the Quest Outreach Society (the “Society”). The customary rules of procedure have been adapted for a virtual meeting and will be adopted at the beginning of the AGM. Except as set below, the AGM will be governed by Robert’s Rules of Order, Newly Revised, 12th Edition.*

### **Credentialing**

1. Pursuant to the consent order filed with the Supreme Court of British Columbia, the rescheduled annual general meeting will be a virtual meeting substantially in the form provided to members and scheduled for May 6, 2021. While all current members of the Society are entitled to attend, the order provides that only those who were entitled to vote at the meeting scheduled for May 6, 2021 are permitted to vote at the deferred AGM on November 8, 2021.
2. Details to access the AGM via Zoom are included in this package which has been sent to all members of the Society using the e-mail addresses of each member listed with the Society. Details to access GetQuorum’s voting system will be sent to those eligible voting members at that same e-mail address.
3. Members are requested to enter their first and last name on Zoom for identification during the meeting. Any person who is attending but is not a Member must put the word “Guest” before their name. To change their name display, a person must click on the three dots in the right-hand corner of the Zoom window and scroll down to the “Name” feature.
4. To participate in the meeting, Members must sign into Zoom at least 15 minutes before the start of the AGM so that the credentialing can be completed in a timely fashion. Members are to check their systems for audio capabilities at the time that they enter the AGM.
5. In order to participate in the voting, Members eligible to vote will be sent a separate e-mail with a voting link to the GetQuorum system. Once the Member has clicked on the link, the Member must keep the link open under a separate tab. This link will be good for all occasions when the Members are required to vote.
6. The participants will be kept in the Zoom waiting room until admitted into the meeting by the moderator. All participants will be muted upon entering the Zoom meeting.
7. At the start of the meeting, the Chair will ask for the credentials report of how many people are in attendance.
8. The quorum for the meeting is at least three (3) members at all times.

### **Rules of Order, Agenda, Statements, Reports**

All AGM materials will be made available to Members in advance of the AGM via email and will be accessible on the following website: [www.questoutreach.org](http://www.questoutreach.org).

Business is limited only to those items of business listed in Section 15 of the Society's Bylaws. No special resolutions or members' proposals have been proposed for consideration at this AGM.

Note that motions are **not required** to receive the Report of the Directors, the Financial Statements or the Auditor's Report. As such, there will be no votes on those items. Members are able to ask questions about the content of those materials at the appropriate times.

## **Making and Debating Motions**

The Chair will guide the assembly through the main motion and amendments process.

### **Main Motions**

1. Business is brought forward before the assembly through a main motion.
2. While going through the agenda, the Chair will read out the motion applicable to the item in question for the assembly.
3. The Chair will call for a mover and seconder. Those Members wishing to move or second a motion must click the "Raise Hand" function in Zoom. The names of the mover and seconder will appear in the participant list and recorded in the minutes. The Chair will not unmute the mover and the seconder to verbally ask them whether they are moving or seconding the motion; the "raising of the hand" will be deemed as sufficient evidence to move or second the motion.
4. Once the Chair has stated the names of the mover and the seconder, the motion is on the floor for debate and vote. Reminder – the mover is only able to speak in favour of the motion.
5. Anyone wishing to speak on the resolution in motion will click the "Raise Hand" function in Zoom. The Chair will recognize the speakers in the order in which they are listed in the Participants Box.

### **Debate**

1. A Member wishing to speak to a motion of the floor must select "Raise Hand" in the Zoom control. The Chair will call the Member's name and the Member's line will unmuted.
2. For the unmuted Member, please state full name and whether you are PRO (in favour) or CON (opposed) to the motion on the floor.
3. During debate, a Member will have 90 seconds to make remarks. Timing will be especially important in this virtual setting. A Member will be muted after 90 seconds whether or not the Member has finished their remarks.
4. If the Member is raising a Point of Information or a Point of Order, please type "Info" or "Point, as the case may be, in the Q&A box. The Chair will then recognize the person who raised the point and invite them to state their point.
5. A Member may only speak one additional time, for 60 seconds maximum, after all other Members have had an opportunity to speak the first time. Members will not be permitted to speak a third time.

6. The Chair will call for the vote after the debate is closed.

## Nominations

1. On April 8, 2021, the Society distributed to all members a Director Nomination Form with instructions to be completed and returned to the Society by 12:00 noon on Saturday, April 17, 2021. Following the submission of the consent order, nominated individuals were canvassed to confirm if they still wishes to stand for election. Two individuals withdrew their nomination. In accordance with the Bylaws of the Society, nominations will not be permitted from the floor at the AGM.
2. Elections will be held for the following positions on the Board at the AGM in the following order:
  - President (officer)
  - Vice-President (officer)
  - Secretary (officer)
  - Treasurer (officer)
  - Directors-at-Large – up to seven (7) directors to be elected (non-officer)
3. Using the Director Nomination Form, candidates indicated whether they wish to be nominated for another, subsequently elected office on the Board in the event they are unsuccessful in securing their preferred office on the Board at the AGM. For example, a candidate who was not elected as President could also be nominated for election to the positions of Vice President, Secretary, Treasurer and Director-at-large, in that order. Unless a candidate's Director Nomination Form indicated other, subsequently elected offices that the candidate intends to stand for election at the AGM, the candidate will NOT be eligible to stand for election to such offices at the AGM.
4. At the start of the election process, the Chair will read out the qualifications for a position on the Board.
5. Elections for each position, including available director-at-large positions will be held separately and sequentially. Candidate bio information will be provided in advance. To avoid delays, candidates will not be permitted to give a speech or introduction during the election at the AGM.
6. For each position, the Chair will read out the names of those persons who have submitted nominations. The Chair will ask those persons individually whether they still consent to the nomination. Each candidate must confirm their consent.
7. The Chair will then call for the vote. Members eligible to vote will have 60 seconds to cast their votes using the GetQuorum Voting system. There will be an announcement when there are 30 seconds left before closing the election.

## How to Vote

In order to vote, Members are required to be logged into GetQuorum from their computer or other device. Members will not be able to participate in the vote via Zoom nor by calling in via telephone. Each Member is

entitled to cast a single vote. In accordance with the Bylaws of the Society, proxy-voting by members is prohibited at the AGM.

Voting will take place in the following methods:

- The Chair will announce that a vote for a particular motion or election is open. The Members will go to the tab in their internet browser where GetQuorum is set up.
- Members must then select their choice for the particular position on the Board in the time allotted. Members will have 60 seconds to submit their choice. There will be an announcement when there are 30 seconds left to make the selection.
- Once the poll closes, additional responses cannot be added.
- Once the poll is closed, the Chair will announce the result as soon as it is known and as soon as the vote has been verified by GetQuorum.
- In the event that the number of eligible candidates is equal to or less than the number of positions that will become vacant at the close of the next annual general meeting, then the eligible candidates are deemed to be elected by acclamation and no vote will be required. For example, if there is only one eligible candidate for election to the position of President, then that candidate is deemed elected by acclamation without requiring a vote.
- In the case of the election of Directors-at-Large, up to seven (7) separate elections will be held to fill each of the possible Director-at-Large positions on the Board. For each of the possible seven (7) successive elections, the names of candidates who were already successfully elected to one of the seven (7) available Director-at-Large seat will be withdrawn from contention and the candidate receiving the most votes will be elected.
- The Chair may take any steps necessary to verify the vote.

### **Zoom Issues**

Some technical interruptions are expected. There may be lag or audio issues. Please use the Q&A box in Zoom to let the Chair and GetQuorum's meeting assistant know immediately so we can take action.