

October 2020 PNLT AGM – Recommended By-law Amendments

1. Requirement of Membership of 30 days Prior to Board Election Amended to 10 days for 2020.

Suggested Change

Amend the PNLT by-law's eligibility requirements for members to be elected to the PNLT or NLT boards.

Purpose

To temporarily address the shorter timelines caused by the pandemic and ensure all approved Director candidates can run at the 2020 AGM.

There is a chance we could be in a similar situation in 2021 and it's possible that there may be challenges in the future with getting candidates in time for a meeting. An alternative to making this a change only effective in 2020 is to give the board discretion to approve a person's candidacy in exceptional circumstances.

Draft by-law language:

Section 4.01 C) (revisions in bold):

Directors shall be members in good standing and must have held membership in the Corporation for at least **30 days** prior to standing for election. At the discretion of the Board of Directors, in exceptional circumstances, the Board of Directors may pass a resolution to approve a person's candidacy despite the fact a person may not have held membership in the Corporation for at least one year. Members in the Organizational category of membership who are not for profit associations, organizations or corporations must designate in writing a person to stand for election as Director.

2. Temporary Change to Nomination Processes

Suggested Change

Amend the PNLT by-law to temporarily change the method by which Directors may be nominated for the Board.

Purpose

To temporarily address the shorter timelines caused by the pandemic and the online voting method that will be utilized this year for the first time.

Draft by-law language:

Section 4.04 (revisions in bold):

B) With the exception of the 2020 AGM, a nomination of a member eligible to be a Director can be made by three members in good standing and eligible to vote by putting forward their nomination in writing along with the written consent of the nominee, and delivered to the address of the Corporation by close of business no later than 3 business days before the election.

3. Include New Voting Methods in Increase Equity and Access

Suggested Change

Amend the PNLT by-law to permanently to give flexibility to how Voting of Members at Members' meetings occurs.

Purpose

Currently, the Voting of Members regarding business arising at a Members' meeting is defined in the by-laws as either an in person show of hands, or an in person secret ballot. To increase access and equity, it makes sense to enable the full extent of voting methods permissible under Subsection 171(1) of the Act.

Draft by-law language:

Section 3.08 (NEW) and 3.09 (revisions in bold):

3.08 Alternate Methods of Voting at Members' Meetings

Notwithstanding the primary methods of voting listed in 3.07, pursuant to section 171(1) (Absentee Voting) of the Act, a member entitled to vote at a meeting of members may vote by mailed-in ballot, telephonic, electronic or other communication facilities that the Board may determine from time to time in advance and during the time period of the Annual General Meeting. No votes shall be accepted after the Chair of the Members' meeting declares that voting is complete at that meeting.

If the Corporation wishes to allow voting by mail-in ballots, telephonic, electronic or other communication facilities, the Corporation must have a system that allows the votes to be gathered in a manner that permits their subsequent verification, and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted. At the discretion of the Chair, the results of the election shall be announced up 24 hours after the Annual General Meeting, at which time all an electronic communication to all members shall be issued.

3.10 Adjournments

The Chair may adjourn any meeting of the Corporation to any time and from time to time. An adjournment may be made with or without a quorum being present. No notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 50 days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.