

BLG.2022.04**Title: *Procedural Gathering of Members*****Type:** By-Law**Authority:** Board**Resolution No.:** NIKLA AGM 2022-005
Associated Documents:

- [Canada Not-for-profit Organizations Act S.C. 2009, c.23](#)

BLG.2022.04.1**Persons Required to be Present**

Those required to be present at a Gathering of Members are: voting members, Council Directors, the contracted public accountant (if any), and anyone required by the Act, articles, or NIKLA by-laws. Others may attend only if invited by the Chair or approved by member resolution. "Present" refers to attending in person, virtually, by teleconference, or through a combination of these methods.

BLG.2022.04.2**Notice of Gathering of Members [Annual General Meeting]**

1. Notice of the Gathering of Members meeting time and place will be given to each voting member by:
 - a) mail, courier, or personal delivery 21 to 60 days before the meeting; *or*
 - b) electronic means 21 to 35 days before the meeting.
2. Notice of a member meeting or Council of directors meeting is considered given when:
3. provided by phone call or text to the number on file; or
4. sent by email as permitted under Part 17 of the Act.
5. The Council Secretary may update any member's, Director's, Public Accountant's, or Community Chair's contact information based on verified and/or available authoritative information. The Secretary's declaration that notice was given is sufficient proof of notification. Signatures on Organization notices or documents may be written, stamped, typed, printed, or a combination of these methods.
6. Under subsection 197(1) (Fundamental Change) of the Act, changing how notice is given to voting members requires a special resolution approved by the members.

BLG.2022.04.3**Errors and Omissions**

If the Organization properly sent notice according to the by-laws, any accidental failure to give notice to any member, director, officer, Community of Council member, or public accountant—or their non-receipt of the notice—or any error that doesn't affect the notice's substance will not invalidate actions taken at the meeting or actions based on that notice.

BLG.2022.04.4**Chair of the Meeting**

If the Chair or designated meeting chair is absent, the voting members present shall select one among themselves to chair the meeting.

BLG.2022.04.5**Quorum**

A quorum at any Gathering of Members (unless a greater number of members are required to be present by the Act) shall be 10% of the members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

Additionally, at least one member of every currently existing Community with active membership must be present in order to meet quorum.

BLG.2022.04.6

Votes to Govern

At any member meeting, every question shall be decided by a majority vote, unless otherwise stated in the articles, by-laws, or the Act. If votes are equal, whether by show of hands, ballot, or electronic voting, the meeting chair has a second (or "deciding") vote in addition to their original vote.

BLG.2022.04.7

Absentee Voting by Mail Ballot

1. Under section 171(1) (Absentee Voting) of the Act, a member with voting rights may vote by mail-in ballot if the Organization has a system that:
 - a. allows votes to be collected in a way that enables later verification, and
 - b. allows presenting vote totals to the Organization without revealing how individual members voted.
2. Under subsection 197(1) (Fundamental Change) of the Act, changing this absentee voting method requires a special resolution to be passed by the members.
3. Absentee voting does not include electronic meetings with voting or polling features. These electronic meetings are treated the same as in-person meetings.

BLG.2022.04.8

Proxy Voting

1. A voting member may complete a prescribed Proxy Voting form by the deadline and provide their vote to any voting member, including members of the Council.
2. The proxy must vote in accordance with the explicit instructions or known positions of the absent member or Director, and is obligated to represent the absent member's or Director's will rather than exercise their own discretion or personal judgment on matters brought to vote." Proxies will count as many votes as they have proxies for, plus their original vote (e.g., two proxy votes = 2+1).
3. Voting by proxy may be completed in person at meetings as well as by electronic means.

BLG.2022.04.9

Review Cycle

This By-Law will be reviewed at least every three years.

Original Approval: 2022-02-01

Amended On: 2025-06-16