

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 Corporations Act S.C. 2009, c.23](#)**BLG.2022.04.1****Persons Required to be Present**

The only persons required to be present at a Gathering of Members shall be those entitled to vote at the meeting, the directors and, if contracted, the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the Co-Leads of the meeting or by resolution of the members. For the purpose of this section, “present” may include in person, by teleconference, or a hybrid of both.

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

1. Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:
 - a. by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; *or*
 - b. by electronic means to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.
2. Any notice of a meeting of members or a meeting of the Council of directors, shall be sufficiently given:
 - a. if notice is provided by phone to the phone number or text on file; or
 - b. if provided in the form of an e-mail in accordance with [Part 17](#) of the Act.
3. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant or member of a Community of Council in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.
4. Pursuant to [subsection 197\(1\)](#) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

BLG.2022.04.3**Errors and Omissions**

The accidental omission to give any notice to any member, director, officer, member of a Community of Council or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not

affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

BLG.2022.04.4 Chair of the Meeting

In the event that the Co-Lead of Council designated to chair the meeting or both Co-Leads are absent, the members who are present and required to vote at the meeting shall choose one of their number 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 Community with active membership shall be present in order to meet quorum.

BLG.2022.04.6 Votes to Govern

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

BLG.2022.04.7 Absentee Voting by Mail Ballot

1. 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 if the Corporation has a system that:
 - a. enables the votes to be gathered in a manner that permits their subsequent verification, and
 - b. permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.
2. Pursuant to [subsection 197\(1\)](#) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.
3. An absentee vote does not include electronic meetings with voting or polling options. These are considered as if a face to face meeting.

BLG.2022.04.8 Voting by Proxy

1. A voting member may complete a prescribed Proxy Voting form by the deadline and provide their vote to any voting member, include members of Council.
2. These proxies may vote their conscience and will count as many votes as they have proxies for, plus their original vote. (E.g. 2 proxy votes = 2+1).

3. Voting by proxy may be completed at meetings in person 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