

BLG.2022.03**Title: *Procedural Council and Community Meetings*****Type:** By-Law**Authority:** Council**Resolution No.:** NIKLA AGM 2022-005

Associated Documents:

- [*Canada Not-for-profit Corporations Act S.C. 2009, c.23*](#)
- *Freedom of Information and Protection of Privacy Act (FIPPA)*
- *POL.2021.06 Code of Ethics*

BLG.2022.03.1**Calling of Meetings**

1. Meetings of the Council may be called by the Chair or any two (2) Directors at any time, provided that proper notice is given to all Directors.
2. If the organization has only one Director, that Director may call for a meeting whose sole purpose is to appoint additional Directors by either acclamation or election.

BLG.2022.03.2**Notice of Meeting**

1. Notice of the time and place for a Council meeting will be given to every Council Director at least seven (7) days before the meeting by one of the following methods:
 - a) by telephone or electronic means
 - b) by e-mail in accordance with Part 17 of the Act.
2. Notice for a meeting is not needed if all Directors attend and agree to the meeting, or if any missing Directors have agreed to the meeting ahead of time.
3. Any meeting may be held online when this is mentioned in the notice.
4. Meeting notices do not need to list what business will be discussed, unless the by-law requires it. However, notices for Directors' meetings must include any matters from subsection 138(2) of the Act (Limits on Authority) that will be addressed during the meeting.

BLG.2022.03.3**Council Meeting, Schedule and Agenda**

1. Each year, the Council will create a schedule identifying when and where regular meetings will take place. The Council must meet at least four (4) times per year.
2. Council members will receive the Agenda Package or meeting materials at least one (1) week before each meeting.
3. An annual and multi-year agenda will be developed to schedule topics over the Council's term and in support of an identified Strategic Plan.

BLG.2022.03.4**Regular Meetings**

The Council may choose specific days in any month or months for regular meetings and determine where and when these meetings will take place. After the Council makes this decision, each Director will promptly receive a copy of the resolution with these details. No additional meeting notice is needed for

these regular meetings unless subsection 136(3) (Notice of Meeting) of the Act requires that the meeting purpose or business be included in the notice.

BLG.2022.03.5

- A. Call to Order
 - 1. Moment of Reflection
 - 2. Indigenous Acknowledgement Statement [rotate through members of the Council]
- B. Agenda
 - 1. Approval of Agenda
 - 2. Declaration of Conflicts
- C. Minutes
 - 1. Previous Minutes
 - 2. Business Arising from the Minutes
- D. Communication with the Council
 - 1. Deputations
 - 2. Member Input on Agenda Items
 - 3. Correspondence
- E. Strategic Plan Update & Action Items
 - 1. Action Plan Updates
 - 2. Updates by Strategic Plan Goals
- F. New Business
- G. Closed Session (if required)
- H. Notice of Upcoming Meeting(s)
- I. Adjournment

BLG.2022.03.6

Special Meetings

- 1. The Chair or any two members of the Council may call a special meeting of the Council by giving all members at least seven (7) days' written notice (including electronic notice). This notice must state the purpose of the meeting. Members may agree to a shorter notice period if everyone can attend or if absent members waive the notice requirement.

BLG.2022.03.7

Presentations and Closed Session Meetings

- 1. Meetings of the Council are not public; however, members of NIKLA may attend to communicate with the Council, unless the meeting is closed.
- 2. Minutes of the Council are available to any member via the [NIKLA website](#).
- 3. Meetings or a part of a meeting may be held in closed session when the subject matter being considered includes one of the following:
 - a) the security of the property of the Council;
 - b) personal matters about an identifiable individual;
 - c) a proposed or pending acquisition by Council;
 - d) labour relations or employee negotiations;
 - e) litigation or potential litigation, Code of Ethics and Accountability complaints or similar matters, or investigations;
 - f) legal advice protected by solicitor-client privilege, including all related communications.
 - g) training for the Council;
 - h) a matter for which the Council or a NIKLA Community may hold a closed meeting according to the requirements of another Act,

4. Before holding a meeting or part of a meeting that is closed to the public, the Council will state by resolution,
 - a) that the meeting will be closed; and
 - b) the general nature of the matter to be considered at the closed meeting.
5. Council members may respond to a presentation or ask questions through the Meeting Chair when appropriate, but they will not engage in debate with the presenter.
6. Anyone making a presentation to the Council shall speak respectfully and follow NIKLA's policies of ethics, accountability, and privacy, staying focused only on the approved presentation topic.

BLG.2022.03.8

Quorum

A quorum is defined as a simple majority of members.

1. Where a quorum is not present within thirty (30) minutes after the hour fixed for a meeting, the Council's Secretary will record the names of all members present, and the meeting will be adjourned until the next meeting or until a special meeting is called.
2. If a majority of Members report they will be absent from a meeting, the Council Secretary will notify all Directors and the public that the meeting is cancelled.

BLG.2022.03.9

1. In the event that a Director must be absent from a meeting, that person shall notify the Secretary at least 24 hours before the day of the meeting.
2. Recognizing NIKLA's status as a national organization, meetings will typically be conducted virtually. However, occasional in-person meetings may be scheduled around major conferences or similar events.
3. Proxy voting is not permitted at a Council meeting.
4. The Meeting Chair may expel any person for improper conduct at a meeting, whether they are a member of the Council or a NIKLA member. Improper conduct is clarified in the organization's policies concerning Ethics and Accountability, as well as the Code of Conduct.

BLG.2022.03.10

Votes to Govern

1. Council meetings require a majority vote to decide any question under consideration. All members of the Council, including the Council Chair or Meeting Chair, may vote.
2. The Meeting Chair will ask for a vote, which requires one member to propose (first mover) and another to support (second mover) before discussion begins. Following a healthy discussion, and at the discretion of the Meeting Chair, members will hold a vote.
3. In case of a tie vote, the Chair or Vice-Chair serving as Meeting Chair will cast a second (or deciding) vote to break the tie.
4. Where possible, a polling software program will be used to record and display how the Council votes.

BLG.2022.03.11

Email Voting

1. In the event of an emergency or a time-sensitive matter, the Council Chair may require an email poll to expedite business.
2. The email message will serve as official correspondence and be documented in the meeting minutes. A recorded vote will be included in the minutes.
3. There shall be no discussions on an e-mail vote. Should further discussion be requested, a Special Meeting may be called, or the item shall be deferred to the next Regularly Scheduled meeting.

BLG.2022.03.12 Rules of Debate

1. The Council will follow 'best practice' rules of debate. The primary focus of any discussion should be respect for members' voices and working towards consensus.
2. The Meeting Chair's role is to maintain a respectful debate while keeping the meeting on schedule to complete the agenda.

BLG.2022.03.13 Deputations

1. NIKLA members may address the Council on any NIKLA-related topic by submitting a completed Deputation Request Form that includes the full content of their intended statement.
 - a) A Deputation Request Form with all supporting presentation materials (e.g., PowerPoint, statement to be read) must be submitted to the Council Secretary no less than ten (10) days before a scheduled meeting to be automatically included on that agenda.]
 - b) If the Deputation Request Form is received after the deadline, the Council Chair may consult with the Council Secretary to determine time sensitivity and length of the agenda.
 - c) A presentation may be postponed to a later Council meeting if the Deputation Request Form is submitted late, the Meeting Chair determines there is insufficient time on the current agenda, or required presentation materials are missing.
2. All materials will be circulated to the Council prior to the presentation and will be included in the online agenda package if available before the package is posted. All materials within the application or provided during the actual presentation will be entered into the records management system for that meeting. The Council Secretary shall also update the Agenda Package on the website with any presentation documents received during the meeting.
3. Each presentation is limited to fifteen (15) minutes. The Council Chair may allow more time if the Council approves and the agenda allows. Speakers presenting on a topic they've previously addressed must only share new information.

BLG.2022.03.14 Member Input on Agenda Items

1. During the designated comment ("Member Input") session on the agenda, members may discuss any issue listed on the agenda. This format is intended to provide an opportunity for the NIKLA community to provide input before Council decisions are made. Members wishing to address topics not on the agenda must use the Deputation process.
2. Any member wishing to speak at the Council Meeting should notify the Council Secretary no later than the day before the meeting to be provided with login credentials. The order of presenters is at the discretion of the Meeting Chair. There is no application process.
3. There is a 20-minute total limit for all comments by members on an agenda item. Each individual speaker is limited to three (3) minutes. The Chair may allow more time if Council approves and the schedule permits.
4. The identity of the presenter and the agenda item addressed will be noted in the minutes.

BLG.2022.03.15 In Meeting Procedures for Deputations and Member Input on Agenda Items

1. Speakers will direct their presentation to and through the Meeting Chair.
2. Council members may, through the Meeting Chair, respond to the presentation or ask questions, where appropriate, but will not engage in a debate with the presenter.

3. Anyone making a presentation to the Council shall speak respectfully and address only the approved presentation topic, in accordance with NIKLA's Policies concerning Ethics and Accountability and Privacy.

BLG.2022.03.16**Minutes**

1. The Council Secretary or their designate will record the Minutes of Council meetings. The Minutes will document all proceedings that occur during the meeting. Minutes must be factual and should not include personal notes or commentary.
2. All Minutes, Community Minutes, and Reports following adoption by Council, and all By-laws and Policies adopted by the Council or at a Members Gathering shall be held in the official NIKLA Drive. Open Session records shall be posted on the [NIKLA Website](#).
3. The Council Secretary will prepare Minutes for Council and Member Gatherings. The Community Secretary or designate will prepare Minutes for Community Meetings. All Minutes must be provided to members before the next meeting for review. Members will consider, revise if needed, and adopt the Minutes at the next meeting. After adoption, Minutes will be made public, except for any portions recorded during closed sessions.

BLG.2022.03.17**Communities and Committees**

1. From time to time, the Council may appoint committees or advisory bodies as needed, with such powers as the Council determines appropriate, subject to the Act.
2. Communities, Committees, and Working Groups shall follow the same procedures as Council Meetings, except for the order of the agenda. These groups can determine an agenda that best meets the needs of their meeting.
3. The members of these committees shall either elect or designate someone to take minutes and provide these to the Council Secretary, who will add them to the official records.

BLG.2022.03.18**Accessibility**

Documents can be made available in other accessible formats and both official languages on request, and as soon as possible.

BLG.2022.03.19**Review Cycle**

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

Original Approval: 2022-02-01

Amended On: 2025-06-16