

## **MNO Policy #2011-002 Process for Conducting Special Business at a General Assembly**

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| <b>Applicability</b>                        | This policy applies to the conduct of special business at a general assembly of the MNO.  |
| <b>Effective Date</b>                       | This policy is effective as of the date of its adoption.  |
| <b>Definitions</b>                          | <p>All definitions in this policy are consistent with the MNO by-laws. In the event of a conflict, the by-laws shall take precedence.</p> <p>“general assembly” means an annual or special meeting of the MNO.</p> <p>“special business” means resolutions at a general assembly of the MNO that propose to change or amend the MNO’s foundational principles, by-laws or policies that have been previously adopted by a general assembly.</p> <p>“foundational principles” means the MNO’s mandate, objectives and goals as set out in its Statement of Prime Purpose.</p>  |
| <b>Background on and Context for Policy</b> | <p>The MNO’s 2010 Annual General Assembly directed the MNO to put in place a process that would ensure that MNO citizens have an opportunity to review, discuss and consider any proposed resolutions that would make changes to the MNO’s by-laws or significant changes to the MNO’s governance structures prior to their consideration by the general assembly (AGA-RES10-02).</p> <p>Based on this direction, the MNO by-laws have been amended to require that MNO citizens receive thirty (30) days notice of any special business to be conducted at a general assembly. This policy sets out the process to be followed in order for special business to be considered and conducted by a general assembly.</p> <p>For greater certainty, resolutions that do not propose to amend the MNO’s foundational principles, by-laws or policies that have not been previously adopted by the general assembly are not special business and are not required to comply with the thirty (30) day notice requirement. Resolutions that are not special business can be put before any general assembly based on the process set out in #5 below.</p> |
| <b>Process</b>                              | <p>Annual General Assembly Process</p> <ol style="list-style-type: none"><li>1. At least fifty (50) days prior to an annual general assembly being held, the MNO’s Chair shall issue a notice that will be posted to the MNO’s website and circulated to the PCMNO and all Community Councils that advises</li></ol>  |

MNO citizens that any special business resolutions must be received at the MNO head office by thirty-five (35) days prior to the annual general assembly in order to be considered by the upcoming annual general assembly.

2. Special business resolutions may be submitted by fax, mail or courier. Such resolutions must be typed and have the names, signatures and MNO citizenship card numbers of the mover and seconder for the resolution. The resolution must identify the specific clause to be amended. The resolution must propose the exact wording changes. General directions to amend the bylaws, a MNO policy or the Statement of Prime Purpose are not sufficient. A sample special business resolution to guide MNO citizens is attached to this policy as Annex A.
3. Following the end of the thirty-five (35) day deadline set out above, the MNO Chair shall ensure that the resolutions received are posted on the MNO website and circulated to the PCMNO and Community Councils no later than thirty (30) days prior to the annual general assembly. As well, the MNO Chair shall ensure that any amendments to the by-laws that have been made by the PCMNO since the last annual general assembly are posted and circulated.
4. At the beginning of the annual general assembly, a resolutions committee shall be established. The resolutions committee shall include three (3) MNO citizens selected by the annual general assembly and the MNO's legal counsel. The resolutions committee shall also be supported by the MNO's administration, as required. The resolutions committee has the authority to review the proposed special business resolutions in order to ensure they are in a form that is consistent with this policy. Only those resolutions that are in compliance with this policy will be brought to the assembly floor by the resolutions committee in order to be voted on by the assembly. The mover and seconder of the resolution must be in attendance when the resolution is brought to the floor for a vote by the assembly. The resolutions committee cannot amend special business resolutions in order to make them compliant with the policy. If a special business resolution does not refer to a specific clause and propose specific wording, it will not be put forward to the annual general assembly for consideration.
5. At an annual general assembly, the resolutions committee may also receive other resolutions proposed by MNO citizens that are not special business. These resolutions must include the names, signatures and MNO citizenship card numbers of the mover and seconder for the resolution. The mover and seconder of a resolution that is not special business must be in attendance when the resolution is brought to the floor for a vote by the assembly. As a guide to MNO citizens, a sample resolution that is not special business is attached to this policy as Annex B.

### Special General Assembly Process

1. Special general assemblies are sometimes called in between annual general assemblies by the PCMNO to deal with specific issues or business of the MNO. If the PCMNO calls a special general assembly pursuant to the by-laws, the MNO Chair shall ensure that any special business resolutions that the PCMNO intends to be dealt with at the special general assembly shall be posted to the MNO website and circulated to the PCMNO and the Community Councils thirty (30) days prior to the special general assembly.
2. Unlike annual general assemblies, special general assemblies do not provide an opportunity for MNO citizens to put forward special business resolutions for consideration by the assembly, since they are usually called for specific purposes and have focused agendas.

This policy was adopted by PCMNO on June 27<sup>th</sup>, 2011.



