

MANITOBA CANOLA GROWERS ASSOCIATION INC.

GUIDELINES FOR SUBMISSION OF - RESOLUTIONS AT ANNUAL AND SPECIAL MEETINGS OF MEMBERS - PROPOSED AMENDMENTS TO THE GENERAL BY-LAW OF THE ASSOCIATION

Resolutions Committee

1. The Board will appoint a Resolutions Committee from time to time to initiate, coordinate, review and consider resolutions to be presented at Annual and Special Meetings of Members.

The Resolutions Committee will also consider proposed amendments to the General By-law of the Association.

The Resolutions Committee shall have the authority to redraft and/or consolidate proposed resolutions and proposed amendments to the General By-law for presentation to and discussion at a meeting of the Members to enhance their understandability and facilitate consideration of such resolutions and such amendments.

Resolutions

2. A resolution may take several formats. For example a resolution may:
 - deal with business required by law to be transacted at meetings of Members;
 - suggest that the Board of Directors review a subject and report back to the Members on the result of their review;
 - encourage the Board of Directors to take an action on behalf of the Association; and
 - reflect a view of the majority of Members attending the Meeting.
3. A resolution must recognize the fact that the Articles of Incorporation of the Association restrict the undertaking of the Association to the following:

“the promotion of production and utilization of canola and canola products, including producer education and research projects.”

It would be inappropriate for an Annual or a Special Meeting of the Members to consider a resolution which encourages an action on a matter which is outside of the activities set out in the Articles.

4. A resolution must be consistent with the General By-law of the Association. If a Member wishes to propose an action or result which is already the subject matter of a provision in the General By-law of the Association, the proposal should be advanced as an amendment to the General By-law, consistent with the procedure for amending the General By-law as set out in the General By-law.
5. A resolution to be considered by Members should also be consistent with the privileges given to Members and the responsibilities imposed on directors under *The Corporations Act*. Under *The Corporations Act*, members of a corporation without share capital have been given certain privileges including:
 - the right to elect directors;
 - the right to appoint an auditor of the books and records presented by the directors;
 - the right to receive financial statements presented by the directors as well as a report by the auditor on such financial statements;
 - the right to confirm by-laws passed by the directors; and
 - the right to approve any changes to the Articles of Incorporation and other fundamental changes to the status of the corporation such as an amalgamation with another corporation, the sale of all or substantially all of the corporation's undertaking, the dissolution of the corporation, and the like.
6. A resolution must also respect the fact that the Board of Directors have been elected by the Members to manage the business and affairs of the Association; that *The Corporations Act* of Manitoba and other provincial and federal legislation impose personal duties and obligations on directors of a corporation; and that, by law, the directors of the Association must exercise their own judgment in discharging their duty to act honestly and in good faith with a view to the best interests of the Association as well as exercising the care, diligence and skill that a reasonably prudent person would exercise in a comparable circumstances. A resolution of Members may suggest, recommend, and encourage directors to exercise their duties in a certain way. A resolution of Members cannot direct directors to disregard their statutory and other legal responsibilities and to substitute the view of the meeting for their own judgment.
7. The Resolutions Committee will establish a deadline for resolutions submitted by Members to be included on the agenda of a meeting of Members. The text of resolutions will be included with the Notice of meeting and will be posted at least ten days in advance of the meeting of Members on the Association's website. After the deadline resolutions will only be considered if the Meeting first agrees to consider such resolution by a majority vote of 90% of those present and entitled to vote at such meeting.

8. The Procedure attached to these Guidelines is to be used in moving, seconding, discussing and voting on resolutions at Annual and Special Meetings of Members the Association.
9. Members are encouraged to review and use the attached Worksheet as a guide to preparing a resolution to be presented to the Resolutions Committee for consideration at an Annual or Special Meeting Members.

General By-law

10. Any change to the General By-law must be consistent with the overriding provisions of the Articles of Incorporation of the Association and *The Corporations Act* (Manitoba).
11. In addition, the subject matter of a proposed addition to the General By-law must fall within the types of provisions that *The Corporations Act* specifies may be dealt with in by-laws (see sections 275 and 276 of the Act).
12. In the interests of precision and clarity any amendment to the General By-law should be in the form of an amending by-law. The language of any provision to replace an existing provision in the General By-law, or any new provision, should be drafted in language similar to the current language of the General By-law. Careful attention should be paid to ensuring that the new provision is consistent with all other provisions in the General By-law. Often a change to one provision in the General By-law will require a series of other changes in order to avoid any conflict between such provisions.
13. Any Member may propose an amendment to the General By-law of the Association. In order to be included on the Agenda of a meeting of Members the proposal must be in writing and must be signed by the Member and supported by the signatures of at least five other Members.
14. The Resolutions Committee will review a proposed amendment to determine whether it is the proper subject matter of a by-law and to determine whether or not any other changes to the General By-law may be necessary other than to the provision suggested by the Member. The Resolutions Committee may seek legal advice with respect to the proposed amendment.
15. In order to facilitate a proper review of a proposed amendment to the General By-law by the Resolutions Committee, the obtaining of legal advice by the Resolutions Committee, any necessary redrafting of the amending by-law, and arranging for the amending by-law to be included in the Notice of Meeting to Members, the proposed amendment should be submitted to the Resolutions Committee, at the business office of the Association, no later than December 15 of the year prior to the next Annual Meeting of Members.

16. The Board of Directors of the Association will review any proposed amendment to the General By-law of the Association prior to the Annual Meeting at which such amendment is to be presented. The Board of Directors may indicate whether or not the Board supports the proposed amendment. The position of the Board of Directors with respect to any amending by-law shall be presented to the Annual Meeting by the chair or a designate of the Resolutions Committee prior to any vote of the meeting on such amending by-law.
17. A model form of By-law to amend the General By-law of the Association is attached to these Guidelines.

ADOPTED by the Board of Directors this 15th day of November, 2011.

MANITOBA CANOLA GROWERS ASSOCIATION INC.

PROCEDURE TO BE USED IN MOVING, SECONDING, DISCUSSING AND VOTING ON RESOLUTIONS AT ANNUAL AND SPECIAL MEETINGS

Overview

Under the Association's General By-law, only Members and Eligible Persons designated by a corporation's partnerships and other persons which are Members are entitled to vote on a resolution at a meeting at Members. Such individuals shall be entitled to one vote each. Every question shall [unless otherwise required by the Articles or By-laws or under *The Corporations Act*] be determined by a majority of the votes cast on the question. No such individual may vote by proxy. Any question posed for consideration at a meeting of Members shall be decided by a show of hands unless the Meeting decides to subject such question to a ballot. In the case of a question or dispute over procedure to be followed in the conducting of a vote or carrying on the business of a meeting, Robert's Rules of Order (newly revised) shall be followed except where inconsistent with the General By-law.

Procedures

Subject to the above, the following procedures will be applied at meetings of Members of the Association:

1. No person shall speak until recognized by the Chair, and all speakers shall address the Chair.
2. When an individual wishes to speak, he/she shall proceed to a microphone, be recognized by the Chair, and shall state his/her name. The speaker shall confine his/her remarks to the resolution or question at issue.
3. The mover and the seconder of a resolution may speak for no more than three minutes to move and second a resolution. The mover and the seconder will each be permitted to speak no more than two minutes to close debate.
4. The mover of an amendment or a sub-amendment to a resolution may speak for no more than two minutes to introduce an amendment or sub-amendment, without permission of the Chair.
5. Amendments or sub-amendments to a resolution must be germane to the original resolution. The Chair will rule out of order any amendment that is not germane. The wording of an amendment may be subject to an amendment but no further amendment will be considered until the amendment to the amendment has been voted on by the meeting.

6. Each subsequent speaker to a resolution, amendment or sub-amendment must state their position for or against the resolution, amendment or sub-amendment, and may speak only once and for no more than two minutes without the permission of the Chair. The Chair will rule out of order any individual raising matters that the Chair deems not relevant to the resolution.
7. Fifteen seconds prior to a speaker's time period expiring, the Chair shall so advise the speaker in which case the speaker shall close their comments.
8. The Chair shall attempt to alternate between speakers for and against. After three speakers have spoken in favour of a resolution, amendment or sub-amendment and three speakers have spoken in opposition to the matter, including any mover or seconder of a resolution amendment or sub-amendment, the Chair may ask the meeting if it is ready to vote on the motion. The Chair, at his/her discretion, may extend debate to permit additional speakers on the matter
9. A call for the question does not require a seconder. However, a call for the question may be postponed at the discretion of the Chair if three speakers for and against the resolution, amendment or sub-amendment have not yet been heard. Prior to voting on a matter the mover and seconder of the resolution, amendment or sub-amendment will still be entitled to close debate.
10. No person shall interrupt any speaker except on a point of order which shall be ruled upon by the Chair without debate.
11. If a speaker is called to order, he/she shall cease speaking until the Chair has decided any given issue or has determined how the meeting should proceed.
12. Any person not heeding the Chair or acting disruptively may be declared out of order and asked by the Chair to leave the meeting. If the person fails to leave, he/she may be evicted from the meeting.
13. If legal counsel of the Association is present, he or she may be asked by the Chair at any time to comment on any legal considerations associated with the resolution or question.
14. The Chair may allow a non-Member to comment on a consideration associated with the resolution or question.

15. A motion to table a matter, postpone indefinitely or adjourn the meeting or a call for the question is not debatable and will be put to the voters immediately for a vote.
16. Voting on resolutions, amendments or sub-amendments shall be by show of voting cards. Voters will be asked to keep their voting cards up until the counter signifies to them to put their cards down. The meeting may decide to subject the question to a ballot, to be conducted in accordance with the General By-law.
17. If a matter has been brought up and considered at the meeting, it cannot be brought up again at the same meeting without consent of the Chair (i.e. no motions to reconsider will be allowed without the consent of the Chair).

MANITOBA CANOLA GROWERS ASSOCIATION INC.

WORKSHEET TO ASSIST IN PREPARING A RESOLUTION TO BE PRESENTED TO THE RESOLUTIONS COMMITTEE FOR CONSIDERATION AT AN ANNUAL OR SPECIAL MEETING OF THE ASSOCIATION

Members are encouraged to review the following suggestions and to adopt the suggested format in preparing a resolution to be presented to the Resolutions Committee for consideration at an Annual or Special Meeting of the Members of the Association.

1. A draft resolution should be divided into three separate segments, namely:
 - a Preamble (background),
 - the Resolution (what you want done), and
 - Argument (why what you want should be done).
2. Add a title to the resolution that gives the reader a quick look at what the resolution is about.
3. If a preamble is needed to the resolution, it is presented as “whereas” and is most needed if the maker of the resolution wants to give little-known information or wants to present important points for emphasis (especially in a case where there is some doubt if the motion will pass). “Whereas” can also be used to create a clear understanding of the purpose of the resolution and add background information for those carrying out the actions.
4. Resolutions should begin with the words “therefore be it resolved” and in some cases may include a second resolution which would begin with the words “be it further resolved”.
5. Each clause should end with a semicolon, except for the final clause which ends with a period.
6. Abbreviations should only be used after you have fully stated the subject matter (i.e. Manitoba Agriculture, Food and Rural Initiatives). After this first reference you may then use an abbreviation (i.e. MAFRI).
7. The “resolve” sections should be stand-alone and provide direction without any dependence on “whereas” statements.
8. Resolutions are formal and should not be written using slang terms.

9. It is important that your resolution deals with something that is achievable, (i.e. the action you are asking the Board to consider taking) rather than suggesting an outcome.
10. Avoid mentioning specific names of people unless accompanied by their title.
11. Ensure that the target of the "resolved" is clear, an action item, and that the action is concise.
12. You should have a seconder in place, who can speak to the resolution at the meeting. When you submit the resolution to the Resolutions Committee, please identify the proposed mover and proposed seconder so that the information becomes part of the text be circulated.

Please note that a mover and a seconder of a resolution must be present at a meeting in order to have the meeting consider the resolution.

13. A resolution which follows the above format should be structured in the following manner:

Title: _____

Preamble: _____

Resolution: _____

Argument: _____

Proposed Mover: _____

Proposed Secunder: _____

