

Members' Request for a Special Meeting

This document is the Secretary's response (in blue text) to the various requests made in the requisition (petition) for a Special Meeting as submitted on May 10, 2021.

1. Requesting all written recommendations, reports, plans, decisions (votes passed), for the time horizon from January 2020 to present
 - i. Chronology, **attached**; sources consulted included Board minutes, Executive Committee notes, and relevant e-votes of the Board
2. Related to
 - a. Financial oversight
 - i. Recently passed financial policies improve oversight
 1. They address signing authority, procurement, and investment
 2. These policies were approved by the Board on April 22, 2021
 - ii. Currently posted on the STLHE website (<https://www.stlhe.ca/about/policies/>)
 - b. Powers of the Executive Committee
 - i. No change
 - c. Awardee memberships
 1. Clarifications: this changed last year when a two-year free membership was awarded to all (with the exception of the Christopher Knapper Lifetime Achievement Award (<https://www.stlhe.ca/awards/christopher-knapper-lifetime-achievement-award/>) and the Alan Blizzard Award (<https://www.stlhe.ca/awards/alan-blizzard-award/>))
 - a. 3M National Student Fellows (<https://www.stlhe.ca/awards/3m-national-student-fellowship/>) were never awarded free memberships (it was a one-year free membership until 2021)
 - b. 3M National Teaching Fellows (<https://www.stlhe.ca/awards/3m-national-teaching-fellowship/>) are now also awarded a two-year free membership in alignment with our other awards
 - d. Member voting areas
 - i. No change
 1. Member rights remain constant (By-law section 3.3.a)
 - a. Individual members must receive notice and may attend all meetings of the Society
 - b. Individual members have one vote each on all matters brought to the membership
 2. Members elect Directors at the AGM (Section 6.1.b)

3. Members vote on other motions in the AGM (Section 6.1)
 - a. financial statements and the appointment of an auditor
 - b. by-law changes
 - c. any other matters brought forward with the notice of the AGM
4. Members are required to pass Special Resolutions (Section 17.1)
 - a. these are resolutions that require a two-thirds majority to pass (section 1.1.q)
 - b. topics requiring a Special Resolution include:
 - i. member composition (Section 3.1)
 - ii. member rights (Section 3.3)
 - iii. number of Directors (Section 4.2)
 - iv. notice of meetings (Section 15)
 - v. change the Articles of Incorporation (Section 17.1.e)
5. Members can request the Board to call a Special Meeting
 - a. 5% plus one of voting members' signatures are required (section 6.2)

e. Elections

- i. No change to the election process
 1. Electronic election by all members in advance of AGM (Section 8.5.a)
 - a. Slate of elected Directors put to the membership for ratification at the AGM
- ii. Changes to the nomination process include
 1. A call for Director candidates
 - a. not for Director/Chair or Director/Portfolio or Director/Officer
 2. As currently elected Directors' terms expire, those positions will become openings for Directors

f. Board composition

- i. The Act does not allow for Directors to be ex officio positions
 1. All members must elect all Directors
 2. All Directors must act in the interests of the Society as a whole
- ii. The Board has revised the by-law to clarify this
 1. Results in the 3 constituency groups not having their Chairs automatically becoming Directors ex officio
 2. No President-Elect or Past-President Director position
- iii. No Directors elected with specific portfolio responsibilities
- iv. No Directors elected as Officers of the Society
 1. President, Vice-President, Treasurer, or Secretary

- v. 7 new Directors in 2021
 - 1. 5 continuing their current terms
 - 2. Continuing terms will be grandfathered
 - a. Once they expire, they will become positions for Directors
 - vi. No change to the number of Directors
 - 1. 12; minimum 5 and maximum 20 (section 4.2)
 - g. Committees and groups
 - i. No change
 - h. Structure
 - i. No change
 - i. By-laws
 - i. Annotated by-law **attached**
 - ii. By-laws are amended by the Board and are in force from such approval until the date of the next meeting of members where amendments can be confirmed, rejected, or amended by the members (section 17.2)
 - j. Policies
 - i. Note that policies are operational in nature and are passed by the Board for its use (section 2.6)
 - 1. They must not be contrary to the by-law
 - 2. They do not require membership approval
 - ii. Policies have not yet been aligned with the new by-law
 - iii. All policies are on the [STLHE website](https://www.stlhe.ca/about/policies/) (<https://www.stlhe.ca/about/policies/>).
3. Re: the *Canada Not-for-profit Corporations Act*
- a. Changes required (where the past by-law was not aligned with the *Act*)
 - i. Changes to align with the *Act* were implemented; see the [Annotated By-law](https://www.stlhe.ca/wp-content/uploads/2021/05/Annotated-Revised-By-law-final.pdf) (<https://www.stlhe.ca/wp-content/uploads/2021/05/Annotated-Revised-By-law-final.pdf>)
 - ii. Numbering of sections has changed
 - 1. This was our lawyer's amendment
 - b. Changes for other reasons (where the past by-law is congruent with the *Act*)
 - i. None

