



Tab 3

## Report to Convocation January 23, 2014

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### Priority Planning Committee

**Committee Members:**  
**Thomas Conway (Chair)**  
**Raj Anand**  
**Marion Boyd**  
**Christopher Bredt**  
**Cathy Corsetti**  
**Howard Goldblatt**  
**Michelle Haigh**  
**Carol Hartman**  
**William McDowell**  
**Susan McGrath**  
**Malcolm Mercer**  
**Janet Minor**  
**Julian Porter**

**Purpose of Report: Decision**

**Prepared by the Policy Secretariat  
(Jim Varro - 416-947-3434)**

## COMMITTEE PROCESS

1. At the October 25, 2012 Convocation, the Treasurer announced the creation of a working group of the Priority Planning Committee (“the Committee”) to address governance issues. Members of the Governance Issues Working Group are Raj Anand, Christopher Brecht, Howard Goldblatt, Michelle Haigh and Janet Minor.
2. A new issue referred to the Working Group by the Treasurer in May 2013 related to the need to explore enhancements to the Law Society’s Annual General Meeting (“the AGM”).
3. Based on the Working Group’s review of a number of issues related to the AGM, it proposed a call for input from lawyers and paralegals on enhancements to the AGM. Convocation at its October 23, 2013 meeting approved the request of the Committee for the call for input.
4. At its January 8, 2014 meeting, the Committee reviewed the results of the call for input and has prepared this report respecting changes to the AGM for Convocation’s consideration.

**FOR DECISION**

**REVITALIZATION OF AND ENHANCEMENTS TO THE LAW  
SOCIETY'S ANNUAL GENERAL MEETING**

**Motion**

- 5. That Convocation:**
- a. approve changes to the structure and format of the Law Society's Annual General Meeting for 2014 and following years as follows:**
    - i. End motions at the Annual General Meeting;**
    - ii. Dedicate a portion of the meeting to a forum for dialogue between the Law Society and its licensee members;**
  - b. direct that the Law Society explore other enhancements to the Annual General Meeting as discussed in this report.**

**Introduction**

6. One of the responsibilities of the Priority Planning Committee ("the Committee") is to review the priorities established by Convocation and new policy issues that arise, and recommend to Convocation the priorities that should be considered and approved by Convocation going forward.
7. On April 26, 2012, Convocation approved the work plan proposed by the Committee for the priorities for the 2011-2015 bench term, including Convocation governance effectiveness. Convocation agreed with the Committee's report that the Law Society's effectiveness as a regulator is directly linked to the efficacy of its governance processes and procedures. The work plan noted that "going forward, the Law Society will consider what will work to help to facilitate effective governance."
8. At the May 30, 2013 Convocation, the Treasurer announced that he was referring issues relating to the Annual General Meeting ("the AGM") to a working group of the Committee for review. He noted that prior to the May 2013 AGM, the Law Society received a number of communications from members asking about the ability to participate in the AGM

remotely and to vote by way of proxy voting. Neither electronic meetings nor proxy voting are part of the current procedures for the AGM. The suggestion was made, including from certain benchers, that the Law Society review these and related issues to determine what might be done to facilitate greater access to the AGM.

9. This report, arising from the work of the Committee's Governance Issues Working Group, proposes changes to the structure and format of the Law Society's Annual General Meeting (AGM) to revitalize it and enhance its effectiveness. The proposals for change are based on the Working Group's review, the results of the call for input on the issues and the Committee's review of the results of the call for input.

## **Background**

### The Purpose of the AGM and Developments in Law Society Outreach Initiatives

10. When the Law Society first held the AGM in 1969, the primary purposes of the AGM were to provide an opportunity to improve communications with members and to allow members to be heard on matters affecting the Law Society and the profession.
11. While the Law Society has attempted to use the AGM to engage with its members, the AGM appears to be an imperfect means of doing so. Within the past two decades, achieving attendance for a quorum of 50, for example, has been difficult. Motions at the AGM have historically been very infrequent. Convocation determined in 1969 that it would not be bound by motions that may pass at the AGM.
12. Some recent motions made and proposed to be moved at the AGM have required the Treasurer to devote significant time and effort to manage the issues they raised. This was especially so at the last AGM, as the subject matter tended to create divisions among licensees.
13. The Committee believes that the AGM must change to become a forum that more effectively serves a number of purposes: communications with member, dialogue with the professions regarding the business of the Law Society and education.

14. The Committee through its Working Group sought the views of lawyers and paralegals on this matter. The call for input issued by the Working Group, based on material prepared for the call<sup>1</sup>, resulted in a very small number of submissions. Four individuals and four legal organizations offered views on the various proposals. The submissions are summarized at **Tab 3.1**<sup>2</sup>.
15. Having considered this information, which generally supported changes to the AGM, the Committee recommends the following changes.

### **Proposals**

#### End Motions at the AGM

16. In the late 1960s and early 1970s, the AGM was one of the very few outreach activities of the Law Society. Law Society consultation with its membership was infrequent. In theory, the AGM event and the use of motions provided a means of enhancing communications and Law Society transparency.
17. However, experience has shown that the process of bringing motions is a limited and somewhat ineffective way for the Law Society to engage with its members. Motions passed at an AGM must be considered by Convocation within six months of the AGM, but such motions are not binding on Convocation. The non-binding nature of a successful motion does not appear to be a well-known fact even among those who move a motion.
18. Much has changed since the first AGM. Technological innovations, enhanced communications, an evolution in the Law Society's external outreach activities and a culture of engagement at the Law Society have led to dedicated outreach initiatives through which the Law Society regularly communicates and consults with and seeks input from those it governs.<sup>3</sup>

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<sup>1</sup> The call for input document can be found at [http://www.lsuc.on.ca/AGM\\_Consultation/](http://www.lsuc.on.ca/AGM_Consultation/).

<sup>2</sup> Attribution is provided for the legal organizations only.

<sup>3</sup> The Law Society regularly engages in formal consultations to seek the input of members on Law Society matters. Recent consultations related to the work of the Articling Task Force, implementation of the Federation of Law

19. The enhancements to and increased frequency of these initiatives are part of a more consultative governance approach that the Law Society has effectively used to educate, inform and engage with members on important developments.
20. Bencher accountability has also increased. Public Convocation materials are available on the Law Society website. Convocation decisions are regularly reported by e-mail to all members. Bencher background information and the history of a bencher's voting record are publicly available. Through these and other similar means, the Law Society fulfills its duty to act in a timely, open and efficient manner.
21. Given these developments, the Committee has determined that the use of motions at the AGM is no longer necessary either as part of the Law Society's outreach efforts or as part of its accountability structure. The Committee recommends that motions as a part of the structure of the AGM be ended.
22. If approved, implementation of this recommendation would require amendments to By-Law 2 [Corporate Provisions]<sup>4</sup> which would be presented at a future Convocation.

#### Dedicate Part of the AGM to a Forum for Dialogue

23. The Committee believes that ending motions at the AGM requires certain enhancements to the AGM, which would also serve to bring a new focus to the meeting as an annual outreach initiative. A revitalized AGM should educate and encourage dialogue between the Law Society and those it governs.
24. An important part of engagement with the membership is providing an opportunity for members to address their issues with the Law Society in an appropriate forum.

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Societies of Canada's Model Code of Professional Conduct, Law Society governance reforms and consideration of potential new business structures for the delivery of legal services. The Law Society's Equity Advisory Group, Aboriginal Working Group, Treasurer's Advisory Group on Access to Justice and Treasurer's Liaison Group meetings all enable the Law Society to hear from members of the profession and stakeholders in a timely manner on key policy initiatives. The Law Society regularly communicates with its members through direct e-mails, announcements in the *Ontario Reports*, and the Law Society Gazette.

<sup>4</sup> Relevant portions of By-Law 2 appear at [Tab 3.2](#).

25. The Committee proposes that the AGM provide for such a forum as a dedicated part of the meeting. The forum would make the Treasurer or other Law Society leaders available to address questions or receive comments related to the work of the Law Society. The intent is to encourage those who wish to dialogue with the leadership of the regulator in a useful exchange that benefits both the members and Law Society.
26. Details on how the forum would be structured and particulars of that part of the AGM agenda may be left to the Treasurer and Secretary to determine.
27. The current agenda for the AGM set out in By-Law 2 contemplates a forum as described above,<sup>5</sup> and would not require amendment.

**Other Matters for Consideration to Encourage Engagement and Enhance Information Sharing**

28. The Committee proposes that Convocation direct the Law Society to explore other means to enhance the AGM for the purpose of encouraging the engagement of the professions and broader information-sharing. The following are some suggestions.

Webcasting the AGM and Remote Participation in the AGM by Electronic Means

29. The responses to the call for input favoured means by which a wider group of lawyers and paralegals could join the AGM. While the Committee is not proposing particular means to facilitate this, it recommends that the Law Society explore how this might be accomplished, mindful of human and financial resources.
30. The Committee understands that webcasting can be a relatively low cost means of permitting members to view the AGM. The event could also be recorded simultaneously

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<sup>5</sup> By-Law 2:

**Agenda for meeting**

7. The annual general meeting shall consider the following matters:
  1. Minutes of the previous annual general meeting.
  2. Reports on the work of the Society and of the committees of Convocation.
  3. Financial statements.
  4. Matters of professional interest that are related to the work of the Society.

to preserve a record of the event. The simplest means of webcasting the AGM would be to hold the AGM at the Law Society's Lamont Learning Centre, which is equipped for webcasting.

31. Means could also be explored to have members participate in the AGM electronically. This could include participation by webcast or by telephone, and possibly enable interactive participation of members who join the AGM online, for example, to permit questions during the meeting. This could improve accessibility of those members outside Toronto.
32. Amendments to the AGM procedures would be required to permit electronic participation at the AGM. A process would also be required to ensure that those attending are members, including for the purposes of determining quorum. Online pre-registration is one method, which will also prompt development of the appropriate technological supports in advance of the meeting and verify that a member is authorized to participate.

Treasurer's Remarks on Key Law Society Initiatives/Reports

33. Currently, the AGM agenda includes:
  - a. Minutes of the previous AGM;
  - b. Reports of the work of the Society and of the committees of Convocation;
  - c. Financial statements; and
  - d. Matters of professional interest that are related to the work of the Society.
34. Within this framework, the Committee believes more could be done to highlight major Law Society achievements and developments within the professions. This might include a more expansive report from the Treasurer on key reports and initiatives, currently noted in the published Performance Highlights, the work being developed at the committee, working group or task force level (to the extent it can be shared) and important operational developments.

35. In addition, this enhanced method of reporting could focus in-depth on a particular new theme each year, be used to discuss developments related to particular priority issues or be used to promote upcoming Law Society events and consultations.

Inviting a Prominent Guest Speaker to Address the AGM

36. The Committee has considered how other law societies have structured their AGMs. For example, the Nova Scotia Barristers Society recently held an AGM with a guest speaker and CPD component.
  
37. The Committee believes that providing an opportunity for eminent speakers to address the AGM could enhance its profile among members and provide additional learning experiences. Speakers could include judges from the Supreme Court of Canada or Court of Appeal for Ontario, the Governor General or respected members of the profession. This could also be structured to provide an opportunity for dialogue on matters of professional interest related to the work of the Law Society.

**SUMMARY OF RESPONSES TO THE CALL FOR INPUT ON REVITALIZATING  
THE ANNUAL GENERAL MEETING**

**Introduction**

1. In October 2013, the Governance Issues Working Group of the Priority Planning Committee issued a call for input from lawyers and paralegals on some options under consideration for revitalizing the Law Society's Annual General Meeting. Submissions were due by December 16, 2013.
2. The Working Group received four submissions from legal organizations and four submissions from individuals. The following is a summary of the responses.<sup>1</sup>

**SUMMARY OF INPUT**

**Proposal #1: Ending Motions at the AGM**

3. Two organizations, the County and District Law Presidents Association (CDLPA) and the Peterborough Law Association, support ending motions at the AGM, as long as other mechanisms are introduced to facilitate dialogue with members.
4. Examples of these mechanisms include topical sessions in advance of the AGM or through increased direct communication with members by staff or benchers. It is essential that licensees are able to bring matters forward for Convocation's consideration. The suggestion is that enhancements to regional representation at Convocation would assist in meeting this objective.
5. The Ontario Bar Association noted that motions are at most one potential way to bring items of perceived importance to the attention of the Law Society. The essential elements for the AGM are providing opportunities to hear relevant information, raise issues of importance and provide input for the consideration of Convocation.
6. One individual supports maintaining motions at the AGM as a means for licensees to be involved in Law Society governance. There must be mechanisms in place to enable licensees to express concerns to Benchers, and to be able to question Law Society functions. Motions or some other mechanism must be maintained to enable licensees to

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<sup>1</sup> Attribution is shown for the legal organizations only.

express these concerns, as electing benchers every four years is an inadequate and unacceptable licensee participation mechanism without more.

**Proposal #2: Creating a Forum for Dialogue**

7. Most submissions note the need to transform the AGM to provide greater opportunity for dialogue.
8. CDLPA supports this proposal, especially if combined with other proposed reforms to the AGM process. It notes, however, that processes would need to be developed to manage how questions may be raised by licensees during the AGM. It also recommends affording those unable to attend the AGM the opportunity to ask questions at a later date.
9. The Ontario Bar Association says a forum as described may assist in allowing members to constructively raise issues of importance to the Law Society.
10. One individual suggests that the AGM could be used, in full or in part, as an opportunity for discussion and debate on Law Society matters. The Law Society could canvass in advance with licensees as to two to three potential discussion topics to be addressed at the AGM. AGM participants could then be provided an opportunity to provide their feedback at this time. This would provide an opportunity for members to be heard.

**Proposal #3: Webcasting the AGM**

11. Three organizations - CDLPA, and the Peterborough and Renfrew County Law Associations - and one individual support webcasting the AGM.
12. The Ontario Bar Association generally suggests that technological advances, such as webcasting and facilitating remote (electronic) participation, discussed below, are likely to help enhance participation at the AGM.
13. Submissions noted that webcasting the AGM could presumably be accomplished with relative ease using existing technologies, and that it would make it easier for licensees to learn about Law Society initiatives.

**Proposal #4: Remote Participation in the AGM by Electronic Means**

14. Three organizations – CDLPA and the Renfrew County and Peterborough Law Associations - support this proposal. Respondents noted that this option removes geographic and related time and cost barriers for licensees to participate in the AGM,

which would enhance participation and dialogue at the AGM.

15. The Renfrew County Law Association organization would expand this option to include remote participation in both debate and voting at the AGM, subject to verifying the licensees' standing, as contemplated by this proposal. It notes that the technology to enable both debate and voting at the AGM is already available.

**Proposal #5: Treasurer's Remarks on Key Law Society Initiatives / Reports**

16. Generally, CDLPA and the Peterborough Law Association supported this initiative, so long as it is not used to reduce current outreach initiatives and the remarks are "concise but informative".
17. The Ontario Bar Association sees this development as providing an increased opportunity for members to consider and contribute to policy development and post-implementation assessment.
18. One individual suggests that there is little value to having the Treasurer or others report on successes which can be learned about through written reports. The individual endorses a shift to a more thematically based discussion at the AGM, which would offer the Treasurer and others the opportunity to hear directly from licensees.

**Proposal #6: Inviting a Prominent Guest Speaker to Address the AGM**

19. Views on this proposal were mixed. CDLPA sees no value in this proposal, and submits that the focus of the AGM should continue to be to hear directly from the Treasurer and from the Law Society regarding Law Society matters.
20. The Peterborough Law Association supports this idea, including a CPD component.
21. The Ontario Bar Association agrees that this feature of an AGM could provide an additional opportunity to speak to issues and perspectives of importance to the profession and may help improve participation.
22. One individual suggests scheduling the AGM in tandem with other events such as CPD, which might give out of town licensees an incentive to travel to Toronto.

**Proposal #7: Rotating the Place of the AGM**

23. CDLPA endorses this option, as it would provide enhanced opportunities for licensees based outside of Toronto to attend the AGM in person. It also recognizes the symbolic

value of rotating the AGM as demonstrative of the Law Society's commitment to regulating provincially, and encourages the Law Society to consider this option in tandem with webcasting the AGM and permitting remote participation to enhance participation.

24. The Ontario Bar Association says it is not clear from the proposal that rotating the place of the AGM would alleviate the challenge of members living outside of the GTA participating in person, except for those living in close proximity to the particular location chosen in a given year.

#### **Other Comments**

25. More information should be distributed in advance of the AGM to enhance the level of dialogue at the AGM. Better information regarding the AGM processes could also enhance the meeting. The membership should be informed that, rather than voting on reports or on the budget, the AGM offers an opportunity for debate and discussion.
26. Consideration should be given to holding a pre-budget meeting where licensees may review budget details and ask questions about them. If such a meeting were held, then the Law Society could decide that individual items related to the budget will not be discussed at the AGM.
27. Benchers should be more available at the event following the AGM to engage with licensees.
28. Members should be permitted to vote by proxy. The number of controversial motions to be considered at an AGM should be limited to three.

**BY-LAW 2**

Made: May 1, 2007  
Amended: June 28, 2007  
September 20, 2007  
September 27, 2012

**CORPORATE PROVISIONS**

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**PART II**

**MEMBERS**

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MEETINGS OF MEMBERS  
ANNUAL GENERAL MEETING

**Meeting of members to be held annually**

5. A meeting of members shall be held annually at a time and place determined by Convocation.

**Notice of meeting**

6. Notice of the annual general meeting, stating the date, time and place of the meeting, shall be given by publication in an issue of the Ontario Reports dated at least sixty days before the day fixed for the meeting.

**Agenda for meeting**

7. The annual general meeting shall consider the following matters:
1. Minutes of the previous annual general meeting.
  2. Reports on the work of the Society and of the committees of Convocation.
  3. Financial statements.
  4. Matters of professional interest that are related to the work of the Society.

RULES OF PROCEDURE  
GENERAL

**Interpretation: “meeting”**

8. (1) In this section and in sections 9 to 41, “meeting” means any meeting of members.

**Same: “Treasurer”**

(2) In this Part, except in section 10, “Treasurer” includes a benchler who presides at a meeting in accordance with section 6.

**Reference text**

9. Where a matter of order or procedure is not settled by this Part, it shall be settled in accordance with the rules of order set out in the most recent edition of *Bourinot's Rules of Order*.

**Presiding benchler**

10. The Treasurer shall preside at each meeting, but if the Treasurer for any reason is unable to preside at a meeting, one of the following benchlers shall preside, in the following order of precedence:

1. The chair of the Audit and Finance Committee.
2. The chair of the Professional Development and Competence Committee.
3. A benchler selected from among and by the benchlers present at the meeting.

**Secretary to prepare agenda for meeting**

11. For each meeting, the secretary shall prepare an agenda showing the order of business.

QUORUM

**Quorum at a meeting**

12. Fifty members, none of whose licence is suspended, constitute a quorum at a meeting.

**Quorum not present**

13. If within one hour after the time appointed for a meeting a quorum is not present, the Treasurer shall adjourn the meeting.

**Quorum lost during meeting**

14. (1) If a quorum is lost during a meeting, the Treasurer shall, subject to subsection (2), adjourn the meeting.

**Same**

(2) If a quorum is lost during a meeting, the Treasurer may permit the members remaining to continue to debate a motion, an amendment to a motion or an appeal of a ruling already put to the meeting but not yet disposed of if no member remaining objects.

**No voting when quorum not present**

(3) Even though debate on a motion, an amendment or an appeal may continue if a quorum is lost during a meeting, no motion, amendment or appeal shall be voted on when a quorum is not present.

**Quorum regained**

(4) If a quorum, having been lost during a meeting, is regained before the meeting is adjourned, the meeting shall continue as if the quorum had not been lost.

MOTIONS

**Subject matter**

15. All motions made at a meeting shall relate to the work of the Society.

**Procedure for making motions**

16. (1) Subject to subsection (2), a motion to be made at a meeting shall be,  
(a) in writing and signed by at least ten members, none of whose licence is suspended at the time of signature; and  
(b) delivered to the secretary at least forty days prior to the day fixed for the meeting.

**Same**

(2) A motion may be made at any time during a meeting, even though the requirements set out in subsection (1) have not been complied with, if the motion relates to a matter then being debated.

**Publication of motions**

17. The secretary shall arrange for publication of the text of all motions delivered to him or her under section 16.

**Introduction at meeting**

18. (1) At a meeting, a motion described in subsection 16 (1) may be made by it being,  
(a) proposed by one of the ten members who signed the motion; and  
(b) seconded by any other member whose licence is not suspended.

**Same**

(2) At a meeting, a motion described in subsection 16 (2) may be made by it being,  
(a) proposed by one member whose licence is not suspended; and  
(b) seconded by another member whose licence is not suspended.

**Permitted amendments**

19. (1) A motion made at a meeting may be amended by,  
(a) adding or deleting words;  
(b) varying minor details; or  
(c) rephrasing sentences.

**Amendment not to alter substance of motion**

(2) An amendment to a motion shall not alter the substance of the motion.

**Introduction of amendments**

20. An amendment to a motion shall be,

- (a) proposed by one member whose licence is not suspended; and
- (b) seconded by another member whose licence is not suspended.

**Limit on number of amendments**

21. No more than two amendments to a motion shall be before the meeting for debate at the same time.

**Withdrawal**

22. A motion or an amendment to a motion made at a meeting may be withdrawn if,
- (a) the member who proposed the motion or amendment consents to the withdrawal;
  - (b) the member who seconded the motion or amendment consents to the withdrawal;
  - and
  - (c) no member present at the meeting objects to the withdrawal.

DEBATE

**Debate on motions and amendments**

23. (1) Subject to subsection (2), a motion and an amendment to a motion may be debated by the members present at the meeting.

**Debate prohibited**

- (2) The following motions shall not be debated:
- 1. A motion to adjourn a debate.
  - 2. A motion to proceed to the next business.
  - 3. A motion to table.

**Order of speaking**

24. (1) In a debate, members are entitled to speak to a motion or an amendment to a motion in the following order:

- 1. The member who proposed the motion or amendment.
- 2. The member who seconded the motion or amendment.
- 3. Any other member present at the meeting when recognized by the Treasurer.

**Reserving right to speak**

(2) The member who seconds a motion or an amendment to a motion may reserve the right to speak until a later time in the debate.

**Limits on speaking**

25. (1) Subject to subsection (2), a member is entitled to speak to a motion or an amendment to a motion only once.

**Exception**

- (2) A member may speak to a motion or an amendment a second time if,
- (a) all members present at the meeting have exercised, or declined to exercise, their right to speak to the motion or amendment; and

(b) the member does not repeat anything already said by any other member.

## RULING OF TREASURER

### **Treasurer may make rulings**

26. The Treasurer may make rulings as to the conduct of the meeting and, without limiting the generality of the foregoing, the Treasurer may rule upon the propriety, acceptability, form and substance of any motion or amendment to a motion proposed at a meeting.

### **Appeal of ruling of Treasurer**

27. (1) Subject to subsection (2), a ruling of the Treasurer may be appealed by any member present at the meeting.

### **Appeal prohibited**

(2) No member is entitled to appeal a ruling of the Treasurer that a matter may not be made the subject of debate or motion by the meeting because,

- (a) it is a matter in respect of which a hearing may be conducted under the Act, regulations, by-laws or rules of practice and procedure; or
- (b) it is a matter that is pending before an adjudicative body for determination.

### **Time for making appeal**

28. Where a member wishes to appeal a ruling of the Treasurer, the appeal shall be made immediately after the ruling.

### **Debate permitted**

29. (1) Subject to subsection (2), an appeal of a ruling of the Treasurer may be debated by the members present at the meeting.

### **Debate prohibited**

(2) An appeal of a ruling of the Treasurer relating to inappropriate language or behaviour shall not be debated.

### **Application of ss. 24 and 25**

30. Sections 24 and 25 apply, with necessary modifications, to a debate of an appeal of a ruling of the Treasurer.

### **Treasurer's reasons for ruling**

31. (1) After an appeal of a ruling of the Treasurer has been made, and before commencement of debate of the appeal, if permitted, the Treasurer is entitled to give the reasons, including any authority, for the ruling.

### **Same**

(2) After debate of an appeal of a ruling of the Treasurer concludes, the Treasurer is entitled,

- (a) to answer any points raised during the debate; and

(b) to give, or to repeat, the reasons, including any authority, for the ruling.

**Disposition by vote**

32. (1) An appeal of a ruling of the Treasurer shall be disposed of by a vote on the question: “Should the ruling of the Treasurer be upheld? ”

**Call for vote on appeal where debate on appeal prohibited**

(2) Where debate on an appeal of a ruling of the Treasurer is prohibited, the Treasurer shall call for a vote on the appeal after exercising, or declining to exercise, the rights given to the Treasurer in subsection 31 (1).

**Call for vote on appeal where debate on appeal permitted**

(3) Where debate on an appeal of a ruling of the Treasurer is permitted, the Treasurer shall call for a vote on the appeal after debate has concluded and the Treasurer has exercised, or declined to exercise, the rights given to the Treasurer in subsection 31 (2).

VOTING

**No appeal from call for vote**

33. No member is entitled to appeal a call by the Treasurer for a vote on a motion, an amendment to a motion or an appeal of a ruling.

**Order of voting on motions and amendments to motions**

34. (1) All amendments to a motion shall be put to a vote before the motion is put to a vote.

**Order of voting on amendments to motions**

- (2) Amendments to a motion shall be put to a vote in the following order:
1. The second amendment proposed.
  2. The first amendment proposed.

**Entitlement to vote**

35. Every member present at a meeting, whose licence is not suspended, is entitled to one vote on each question put to the meeting.

**Treasurer may not vote**

36. Subject to section 40, the Treasurer shall not vote on any motion, amendment to a motion or appeal of a ruling.

**Proxy voting prohibited**

37. Votes may not be cast by proxy.

**Manner of voting**

38. Voting shall be by a show of hands unless a poll is required by the Treasurer or called for by a member.

**Poll**

39. (1) A poll may be required by the Treasurer or called for by a member either before a question is put to a vote or immediately after the question has been voted on by a show of hands.

**Manner of conducting poll**

(2) A poll shall be conducted either by ballot or by division, as determined by the Treasurer.

**No appeal**

(3) No member is entitled to appeal a determination by the Treasurer as to the manner of conducting a poll.

**Resolution of question**

40. (1) Subject to subsection (3), each question put to the meeting shall be determined by the majority of the votes cast.

**Treasurer may exercise casting vote**

(2) In the case of a tied vote, except on a vote of an appeal of a ruling of the Treasurer, the Treasurer shall have a casting vote.

**Resolution of question: appeal of ruling of Treasurer**

- (3) A ruling of the Treasurer shall be upheld on appeal when,
- (a) the majority of votes cast are in favour of upholding the ruling of the Treasurer; or
  - (b) the vote on the appeal results in a tie.

**Entry in minutes**

41. Whenever voting has been by a show of hands, unless immediately following the vote a poll on the same question is required by the Treasurer or called for by a member, an entry in the minutes of the meeting to the effect that the Treasurer declared a motion carried, an amendment to a motion approved or a ruling upheld is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion, amendment or ruling.

**Communication of resolutions to Convocation**

42. (1) All motions carried at a meeting of members shall be,
- (a) communicated to Convocation at its first regular meeting after the meeting of members; and
  - (b) considered by Convocation within six months of the meeting of members.

**Convocation not bound by resolutions of meeting**

(2) A motion carried at a meeting of members is not binding on Convocation.