

**ANNUAL MEETING OF MEMBERS OF
THE CANADIAN BAPTISTS OF ATLANTIC CANADA**

January 21, 2021

Motions:

A. It is hereby moved that the General Operating Bylaw of the Canadian Baptists of Atlantic Canada be amended as follows to, among other things, allow Meetings of Members, including the annual Meeting of Members of the CBAC to occur in person, or by telephonic and/or by other electronic means provided however, that the CBAC Council shall submit these General Operating Bylaw amendments to the Registered Delegates at the next Meeting of Members, at which Meeting the Registered Delegates may, by a two-thirds (2/3) affirmative resolution confirm, the General Operating Bylaw amendments:

1. Amend the definition of the word “Delegates” as found in Article 2.01 (the definition section) of the Bylaw by inserting the words “in person, by telephonic and/or by other electronic means” after the words “to attend” and by inserting the words “, by telephonic and/or by other electronic means” after the words “to vote in person”:

i. **“Delegates”** means those Persons who have been authorized by a Local Church or an Association to attend in person, by telephonic and/or by other electronic means and to vote in person, by telephonic and/or by other electronic means at a Meeting of Members in accordance with **Section 3.05(b)** and **3.05(c)** of this General Operating Bylaw. It also includes those Ex officio Delegates in accordance with **Section 3.05(e)** of this General Operating Bylaw.

2. Amend the definition of the term “Registered Delegate” as found in Article 2.01 (the definition section) of the Bylaw by inserting the words “in person, by telephonic and/or by other electronic means” after the words “who attend” and by inserting the words “, by telephonic and/or by other electronic means” after the words “and register in person”:

“Registered Delegates” means those Delegates who attend in person, by telephonic and/or by other electronic means and register in person, by telephonic and/or by other electronic means at the Meeting of Members.

3. Amend the definition of the word “Resolution” as found in Article 2.01 (the definition section) of the Bylaw by inserting the words “, by telephonic and/or by other electronic means at a Meeting of Members” after the words “in person”:

“Resolution” means a motion or resolution passed by the Council, a board, a Committee, or the Registered Delegates present in person, by telephonic and/or by other electronic means at a Meeting of Members by a majority vote of fifty percent (50%) plus one (1) of the votes cast, unless the Act or this General Operating Bylaw otherwise requires.

4. Amend Article 3.10 (a) of the Bylaw by inserting “and by such means” after the words “time and place”:

3.10 Membership Meetings

(a) Annual Assembly

- i. The Convention shall hold an Annual Assembly each year at such time and place and by such means as determined by the Council.

5. Amend Article 3.10 (b) of the Bylaw by inserting “and by such means” after the words “time and place”:

3.10 Membership Meetings

(b) Annual Meeting at Annual Assembly

The annual Meeting of Members shall take place at the Annual Assembly to be held at such time and place and by such means as determined by the Council, provided that the annual Meeting of Members shall be held within fifteen (15) months from the holding of the last annual Meeting of Members.

6. Amend Article 3.10 of the Bylaw by the insertion of following new Article (e) and the subsequent renumbering all of the existing Articles 3.10 (e) to (t) to become new Articles (f) to (u) in Article 3.10 of the Bylaw:

- i. **3.10 Membership Meetings**
- ii. **(e) Meetings in person, by telephonic or other electronic means:**

Council may determine that any Meeting of Members shall be convened in person, by telephonic or by other electronic means or by way of any combination of in person, telephonic and other electronic means provided that the means or combination of means chosen permits Registered Delegates to communicate adequately with each other, and provided that:

- (i) The Council has passed a Resolution addressing the mechanics of holding such Meeting of Members and dealing specifically with how security issues should be handled, the procedure for establishing compliance with the quorum requirement and for the taking and counting of votes; and
 - (ii) Notwithstanding any other provision of this By-law, voting carried out by means of a telephonic, electronic or other communication facility at a Meeting of Members is permitted only if that facility enables the votes to be gathered in a manner that permits their subsequent verification; and permits the tallied votes to be presented to the CBAC without it being possible for the CBAC to identify how each Registered Delegate voted.
7. Amend existing Article 3.10 (e) of the Bylaw (which will become the new Article 3.10(f)) by adding the words “, means by which the Meeting of Members will proceed” after the words “the date, time, place”:

3.10 Membership Meetings
(e) Notice of Meetings

Notice of any annual or special Meeting of Members shall be provided to Members by mail or electronic means sent to each Member to the address shown on the books of the Convention not less than sixty (60) days before the Meeting of Members is to take place. Any Notices of Meetings of Members should be directed to the authorized representative of the Member. Such Notice shall include the date, time, place, means by which the Meeting of Members will proceed and purpose of the Meeting of Members and shall contain sufficient information to permit the Members to make a reasonable judgment on the decision to be made.

8. Amend existing Article 3.10 (i) of the Bylaw (which will become the new Article 3.10(j)) by adding the words “Only those Registered Delegates present in person, by telephonic or other electronic means shall be counted in determining whether or not a quorum is present.” at the end of the Article:

3.10 Membership Meetings

(i) Quorum

A quorum for any session of any annual or special Meeting of Members shall be constituted by the presence of one third (1/3rd) of the Registered Delegates at the annual or special Meeting of Members, provided that the Registered Delegates represent a minimum of twenty percent (20%) of the Local Churches. Only those Registered Delegates present in person, by telephonic or other electronic means shall be counted in determining whether or not a quorum is present.

9. Amend existing Article 3.10(l) of the Bylaw (which will become the new Article 3.10(m)) as follows:
- (a) By the insertion of the words “Except in the case of a meeting held entirely by telephonic or electronic means or a meeting held in person at which one or more persons participate by a telephonic, electronic or other communication facility,” before the words “When a decision” in the second paragraph of the Article and by replacing the upper case “W” in the word “When” with a lower case “w”; and
 - (b) By the insertion of the following additional sentence as a separate paragraph within the Article at the end of the Article: “Notwithstanding the foregoing, any vote may be held entirely or in part by means of a telephonic, an electronic or other communication facility, if the CBAC makes available such a communication facility, in accordance with Article 3.10 (e).”

3.10 Membership Meetings

(l) Voting Procedure

At all Meetings of Members, the election of Officers and members of the Council, the boards of the Convention Organizations, and the Convention Boards and Committees, as required, shall be done by secret ballot unless there is an Acclamation for any particular position.

Except in the case of a meeting held entirely by telephonic or electronic means or a meeting held in person at which one or more persons participate by a telephonic, electronic or other communication facility, ~~W~~when a decision on any other question is demanded by the Chair, he/she shall first ask those Registered Delegates voting in the affirmative to display their voting badges prominently, and then ask those Registered Delegates voting in the negative to do so, and the Chair shall then declare the result. Provided however, that if the Chair is in doubt as to the result the Chair may call for a standing vote by asking the Registered Delegates voting in the affirmative to rise and display their voting badges prominently and be counted and then sit down, and then asking the Registered Delegates voting in the negative to rise and display their

voting badges prominently and be counted and then sit down, and the Chair shall then declare the result. The Chair shall call for a standing vote if any Registered Delegate calls for a standing vote before the Chair calls for the Registered Delegates to vote by displaying their badges. However, a secret ballot on the question may be required by the Chair or requested by any Registered Delegate.

Whenever a vote by a display of voting badges has been taken upon a question, a declaration by the Chair that a Resolution has been carried or lost by a particular majority is determinative, unless a Registered Delegate requests a count, whereupon the Chair will order the scrutineers to count the votes.

Notwithstanding the foregoing, any vote may be held entirely or in part by means of a telephonic, an electronic or other communication facility, if the CBAC makes available such a communication facility, in accordance with Article 3.10 (e).

10. Amend Article 17.02 of the Bylaw as follows:

- (a) By deleting the semicolon and the word “and” at the end of Article 17.02 (c) and replacing the semicolon and the word “and” with a period; and
- (b) By deleting 17.02 (d) in its entirety:

17.02 Amendment of Bylaws

- (c) A two-thirds (2/3) affirmative vote through Registered Delegates at a Meeting of Members; ~~and.~~
- ~~(d) Further provided that the repeal or amendment of such Bylaw shall not be enforced or acted upon until the approval of the Ministry of Industry Canada has been obtained.~~

B. To transact such further and other business as may properly be brought before the meeting or any adjournment thereof.