

# Annual General Meeting

## Voting Policy and Procedures

*Note:* Only members who have signed their membership agreements with CanAgPlus and who have accounts in good standing (i.e., program fees paid in full and not in arrears) as of the meeting date are permitted to vote.

### 1. Member Representatives

- a) Each Member in good standing may designate in writing one (1) Member Representative to act on behalf of the Member at meetings. A Member Representative may cast such number of votes as provided below in Section 4 (b) on behalf of the Member he/she represents.
- b) Only designated Member Representatives attending meetings in person or electronically may vote. A Member Representative who cannot attend a meeting may not appoint an alternative designate or proxy to act on his/her behalf. However, the appointing Member may revoke the appointment and appoint another qualified individual to be its Member Representative at the meeting.
- c) The appointing Member may instruct the Member Representative in relation to the manner and the extent in which the Member Representative may vote or act on behalf of the Member at meetings. Lacking such specific instructions, the Member Representative may act and vote in his/her discretion with respect to any and all matters which may properly come before the meeting or any adjournments thereof.
- d) A person can act as a Member Representative for more than one (1) Member.

### 2. Quorum

- a) A quorum at any meeting shall be Members present who are entitled to vote at the meeting.
- b) For the purpose of determining quorum, a Member may be present in person, electronically or by mailed-in ballot (if the mailed-in ballot is returned to the Corporation prior to the meeting).

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- c) Only persons having the right to vote, directors, officers, and the corporation’s auditor(s) are entitled to be present at meetings of Members. Strangers may be admitted only with the consent of the meeting. Affiliates may attend as observers but may not speak or participate unless permitted by the chair of the meeting or with the consent of the meeting.
- d) Member Representatives are entitled to speak, participate and vote. Persons other than Member Representatives may speak or participate only if permitted by the chair of the meeting or with the consent of the meeting.
- e) The presence of persons not entitled to be present may, if objected to, render the proceedings invalid, but if no objection to their presence is taken, the meeting is not thereby invalidated.

**3. Absentee Voting by Mailed-In Ballot or Electronic Ballot**

- a) A Member entitled to vote at a meeting may vote by mailed-in ballot or may vote in advance by means of electronic ballot if the Corporation has a system that enables the votes to be gathered in a manner that permits their subsequent verification, and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted. Absentee voting is permitted only for the election of directors, not for voting on motions or resolutions.

**4. Voting Procedures (see Section 7 below for adjustments made for meetings held by electronic means)**

- a) For the purposes of this section, “show of hands” means holding up a voting sign, paddle or placard as provided to Member Representatives at the meeting.
- b) Members are entitled to cast the number of votes in accordance with the table below:

<i>Nature of enrolment in CanadaGAP Program</i>		<i>Number of Votes</i>
Single entity enrolment		One (1)
Group enrolment	25 members or less	Five (5)
	Each additional 25 members or part thereof	One (1) additional vote

- c) Each Member Representative shall receive a voting sign, paddle or placard upon checking in to the meeting registration desk, which shall identify the number of votes to which the Member is entitled.
- d) A person who has been designated as Member Representative by more than one Member shall receive a voting sign, paddle or placard for the Member(s) that he or she is representing, which shall identify the corresponding number of votes allotted to the Member(s) in each case. In the event that voting proceeds by ballot, the person will complete the corresponding number of ballots.
- e) Votes to Govern: Every question shall, unless otherwise provided by the *Canadian Not-for-Profit Corporations Act (CNCA)*, be determined by a majority of the votes cast on the question. In case of an equality of votes, the question or motion fails.
- f) Any question shall be decided by a show of hands unless a ballot has been demanded or required. A declaration by the chair of the meeting as to whether or not the question or motion has been carried and an entry to that effect in the minutes of the meeting shall, in the absence of evidence to the contrary, be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion.
- g) Ballots: On any question proposed for consideration at a meeting, and whether or not a show of hands has been taken thereon, the chair of the meeting may require a ballot or any Member entitled to vote on such question at the meeting may demand a ballot. A ballot so demanded shall be taken in such manner as the chair shall direct. A demand for a ballot may be withdrawn at any time prior to the taking of the ballot. The result of the ballot so taken shall be the decision of the Members on the question.
- h) The chair's role is to attempt to achieve consensus on an issue, failing which, if put to a vote, he or she may abstain from voting as any other director or Member may do. In the case of a tie vote, the chair shall cast a deciding vote to defeat the motion. The chair then has the option to send the issue back to the floor for further debate, or to table the motion.
- i) Any questions of procedures at or for any meetings, which have not been provided for in the Corporation's by-laws or by the *CNCA*, shall be determined by the chairperson of the meeting in accordance with the most current edition of *Nathan's Company Meetings Including Rules of Order*.

**5. Special Business**

- a) All business transacted at a special meeting of Members and all business transacted at an annual meeting, except consideration of the financial statements, public accountant's report, election of directors and re-appointment of the incumbent public accountant, is special business.
- b) Notice of a meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business; and state the text of any Special Resolution to be submitted to the meeting.

**6. Resolutions**

- a) "Ordinary Resolution" means a resolution passed by a majority of the votes cast on that resolution.
- b) "Special Resolution" means a resolution passed by a majority of not less than two thirds (2/3rds) of the votes cast on that resolution.
- c) The Articles of the Corporation may only be amended if the amendment is sanctioned by a Special Resolution of the Members.
- d) Pursuant to the Articles of the Corporation, amendment or repeal of any By-law shall not be effective until sanctioned by a Special Resolution of the Members.
- e) A Resolutions deadline of at least fifteen (15) days prior to meetings shall be set, for the purposes of receiving written resolutions from Members. Special Resolutions must be received by the deadline to permit advance circulation to Members.

**7. Meetings held by Electronic Means**

- a) For meetings held electronically, voting will also be carried out by electronic means, only if the format enables the votes to be gathered in a manner that permits their subsequent verification and permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.
- b) Members are entitled to cast the number of votes in accordance with the table in 4b) above.

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- c) Each Member or Member Representative will receive information on voting electronically in advance of the meeting (e.g., a link in advance of the meeting). This information shall identify the number of votes to which the Member is entitled.
- d) During the meeting, voting will be done live using a platform that allows each Member Representative to cast their vote in real time (e.g., by using Slido, by using Survey Monkey). The Corporation will verify that only eligible Member Representatives are casting votes.
- e) All other voting procedures (e.g., votes to govern, the chair's role, etc.) will align with those found in Section 4 above.