

# CMA OPERATING RULES AND PROCEDURES

(As amended by the CMA Board of Directors, December 2023)

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## 1) Applicants for membership

The following provisions shall apply pursuant to Section 5.1 of the Bylaws:

- 1.1 All applications and supporting documents must be provided in either French or English.
- 1.2 All applicants shall expressly declare their pledge of membership as provided in the bylaws.
- 1.3 Upon membership renewal, all applicants shall be required to notify the Association if any of the conditions pertaining to the grant of membership have changed.

## 2) Membership fees

The following provisions shall apply pursuant to Section 3 of the Bylaws:

- 2.1 The Association may collect membership fees directly from members in the following circumstances:
  - (a) at the request of a division;
  - (b) the division refuses to collect and remit Association dues;
  - (c) the division ceases to exist as a result of a voluntary dissolution, bankruptcy, merger or other reason; or

- (d) either the division or the Association has served notice it intends to discontinue the provincial/territorial medical association's status as a division and in future intends to deal directly with members in that jurisdiction on matters of membership and engagement.

In the cases of (a) and (b) above, the Association will request from the member confirmation of the member's status in the division.

The following provisions shall apply pursuant to Section 5 of the Bylaws:

<b>Membership Categories approved by CMA</b>	<b>Applicable CMA 2023 Annual Fees</b>
Full member (formerly named ordinary)	100% of full membership dues (\$195.00)
Retired	Waived <sup>‡</sup>
Medical Residents	Waived
Medical Students	Waived
Members at large (domestic)*	100% of full membership dues (\$195.00)
Retired members at large (domestic)	Waived
Medical residents at large (domestic)	Waived
Medical students at large (domestic)	Waived
Members at large (foreign) <sup>‡</sup>	100% of full membership dues (\$495.00)
Retired members at large (foreign)	35% of full membership dues (\$173.00)
Medical residents at large (foreign)	10% of full membership dues (\$50.00)
Medical students at large (foreign)	\$12.00
CMA Associate (based on new \$195.00 Full member fee)	<ul style="list-style-type: none"> <li>• 50% (\$98.00)- first year in practice<sup>++</sup></li> <li>• 50% (\$98.00) - divisionally-defined complimentary working full-time<sup>**</sup></li> <li>• 50% (\$98.00) - part-time<sup>+</sup></li> <li>• 0% -- Retired, minimum 35 years CMA membership<sup>++</sup></li> <li>• 0% -- divisionally-defined complimentary "grandfathered" (prior to 2005)</li> <li>• 0% - 50%: case-by-case: Individual assessment</li> </ul>
CMA Honorary <sup>***</sup>	Free
<b>Legend:</b> * Since 2008, fees for residents, students and retired members-at-large mirror the overall membership framework. ** Implemented in 2006 *** Merger of the former CMA Senior member and CMA Honorary membership categories + As per 1994 GC resolution ++ Implemented in 2016 ‡ Effective 2019	

### 3) Termination or suspension for ceasing to meet the conditions of membership

The following provisions shall apply pursuant to Section 8.1 of the Bylaws:

#### Decision to Suspend or Terminate

- 3.1 In the event that the Board of Directors ("Board") has reason to believe that a member ceases to meet the conditions of membership described in Chapter 5 of the Bylaws, the Board may resolve to suspend or terminate the member in accordance with the process set out in this Rule 3. For greater clarity, the Board may terminate a member without having first suspended such member.

## Content of Notice

- 3.2 Written notice (the “Notice”) of a proposed suspension or termination of membership should be provided to the member at least 30 days before the effective date of the proposed suspension or termination (“Effective Date”). The Notice should include the following information:
- (a) the Effective Date;
  - (b) in the case of a proposed suspension, the duration of the suspension (the “Suspension Term”);
  - (c) subject to Rule 3.3, reasons for the proposed suspension or termination (“Reasons”);
  - (d) a statement that the member may make written submissions in response to the reasons given and the date by which such written submission must be received in order to be considered (the “Submission Deadline”); and
  - (e) the contact information of the designated person to whom written submissions should be addressed (“Designated Recipient”).
- 3.3 In providing the member with Reasons, the Board may consider: (i) the member’s right to understand the basis of the proposed suspension or termination and respond thereto, and (ii) the nature of the alleged breach of Chapter 5 of the Bylaws, including any privacy considerations related to third parties related thereto.

## Written Submissions

- 3.4 If the member does not provide written submissions to the Designated Recipient on or before the Submission Deadline, then the termination or suspension shall become effective on the Effective Date.
- 3.5 If the member provides written submissions to the Designated Recipient on or before the Submission Deadline, then the following procedure shall apply:
- (a) the Board shall consider the submissions made by the member;
  - (b) the Board may extend the Effective Date to allow time to consider the submissions, any such extension of time to be communicated to the member in writing;
  - (c) the Board shall make a final determination about the proposed termination or suspension before the Effective Date; and
  - (d) such decision shall be communicated in writing to the member before the Effective Date.

## Miscellaneous

- 3.6 For greater clarity, a member is not in good standing for the purposes of Section 5.3.1 of the Bylaws: (i) for the duration of a Suspension Term; or (ii) if a member’s membership has been terminated. Subject to any other requirements for membership of the Bylaws or the ORPs, upon the expiry of a Suspension Term or the revocation of a Notice by the Board, a member will be in good standing for the purposes of Section 5.3.1.
- 3.7 Prior to the expiry of a Suspension Term, the Board may request a suspended member to provide written submissions to demonstrate any steps taken by the member to remedy or otherwise address the actions that gave rise to the Reasons. If the actions that gave rise to the Reasons have not been remedied or otherwise addressed to

the satisfaction of the Board, the Board may resolve to (i) extend the Suspension Term by giving written notice to the member of the extension in accordance with the procedure set forth in this Rule 3; or (ii) commence termination proceedings in accordance with the procedure set forth in this Rule 3.

- 3.8 The Board may hire such independent advisors as it considers necessary or advisable in connection with the process set out in this Rule 3, including to advise on, investigate, or verify the factual basis giving rise to suspension proceedings, termination proceedings, or the Board's decision to suspend or terminate a member.

#### **4) Termination of membership for nonpayment of annual fees**

The following provisions shall apply pursuant to Section 8.3 of the Bylaws:

- 4.1 The applicable Association annual fee is due on January 1 for the current Membership Year.
- 4.2 The Chief Executive Officer will review the membership list, and will verify whether payment has been received.
- 4.3 When the Chief Executive Officer is satisfied that a member's applicable Association annual fee has not been paid, the member's membership will be terminated, and the member will be notified of such termination.
- 4.4 A member whose membership has been terminated for nonpayment of the annual fee may be reinstated by submitting the full applicable Association annual fee.

#### **5) Annual general meeting (AGM)**

The following provisions shall apply pursuant to Chapter 9 of the Bylaws:

- 5.1 Any individual may attend the meeting as a guest of the President or the Chair of the Board of Directors, as decided in consultation with the Chief Executive Officer.

#### **6) Corporate Business Proposals**

Corporate business proposals typically affect CMA's bylaws. No members' motions of a substantive nature will be accepted from the floor during the AGM.

- 6.1 Submitting a corporate business proposal – Any member may submit a proposal on a corporate matter for potential discussion at the AGM. The requirements for corporate business proposals are:
- (a) Must relate in a significant way to business considered at the AGM and must be corporate in nature. Any proposal received that is health policy-oriented will be redirected into the intake process for health policy proposals. Any proposal received that relates to a personal grievance will be redirected to the CEO.
  - (b) Must be submitted in writing, endorsed by a minimum of 10 members. An [online form](#) is available.
  - (c) Must be submitted 90 days in advance of the AGM. Corporate business proposals received less than 90 days prior to an AGM will be considered for the agenda of the next year's AGM.
  - (d) The content of a corporate business proposal must not seek to fetter the Board's authority to manage the affairs of the Association, nor may it interfere with the Board's or a director's fiduciary duty.

- (e) Must not be substantially the same as a corporate business proposal submitted to members in a notice of meeting held not more than 5 years before the receipt of the proposal and did not receive at least 10% support at that time.

## 6.2 First assessment: chair of the Governance Committee

Upon receipt of a corporate business proposal, the chair of the Governance Committee will assess the proposal in consultation with the sponsoring member to

- (a) determine whether it meets the requirements above, and the chair will advise the member if the proposal is redirected into the health policy proposal intake or to the CEO, or does not otherwise meet the criteria;
- (b) determine if a corporate business proposal is the most effective and appropriate manner to address the issue or if an alternate approach might be considered;
- (c) assist in finalizing the content of the corporate business proposal to ensure a common understanding of the intent of the corporate business proposal and that the corporate business proposal complies with the CMA bylaws and operating rules and procedures;
- (d) refer the corporate business proposal to the Governance Committee for secondary assessment if appropriate.

## 6.3 Secondary assessment: Governance Committee review

The Governance Committee will review the corporate business proposal to categorize as follows:

- (a) Non-controversial; no substantial resources required to implement. In this case, the Governance Committee will make a recommendation to the Board, or
- (b) Requires further development. The Governance Committee will work with the proposer to develop the corporate business proposal before making a recommendation to the Board. Work-up could include broader consultation, environmental scan and/or additional research.

In either case, when the Board considers the Governance Committee's recommendation, it has the authority to adopt the corporate business proposal where it does not affect the bylaws, refer it back to the Governance Committee for additional work-up, or reject the corporate business proposal.

## 6.4 Disposition of a corporate business proposal

All submitted corporate business proposals that meet the requirements in 6.1 will be reported to the AGM for information. Depending on the scope and complexity of the corporate business proposal, it may be deferred to the next AGM for appropriate work-up.

- (a) If a corporate business proposal is added to the AGM agenda, it shall be included in the notice of meeting required under the Association bylaws. If so requested by the sponsoring member, the Association shall include in the notice of the meeting a statement in support of the corporate business proposal by the member and the name and address of the member. The statement and the proposal together shall not exceed 250 words.
- (b) The end result of a corporate business proposal can be one of the following

- (I) A corporate business proposal which has been referred to the Board may be adopted or rejected by it and such adoption or rejection shall be reported to the AGM; or
  - (II) A corporate business proposal may result motion for consideration at the AGM (e.g., if a bylaw amendment is required to implement it).
- (c) The sponsoring member will be informed of the outcome. If the proposal is adopted by the Board or at the AGM as a bylaw amendment, it will be communicated to members on cma.ca.

## 7) Member health policy proposals

Member proposals on health policy need to align with the CMA strategic plan, Impact 2040, and the issues and causes that matter to the profession and patients. They are evaluated based on relevancy, fit and focus. It is the Board's responsibility to determine the level of effort/resources (financial/human) needed to effectively act on each issue and to weigh this information against the fit within Impact 2040, the knowledge and expertise available to the Association and budgetary implications.

- 7.1 Submitting a health policy proposal – Any member, PTMA, or Affiliate may submit a proposal on a health policy matter at any time of the year. The requirements for health policy proposals are:
- (a) Must address health policy matters, including health policy gaps; if deemed existing health policy, the sponsor will be informed. Any proposal received that is business or corporate oriented will be redirected into the intake process for corporate business proposals. Health policy proposals will be vetted by a Health Policy Review Group struck by the Board and may be referred to a committee, working group or the Board as appropriate.
  - (b) Will also be reviewed against other eligibility criteria (i.e., in keeping with CMA's strategic direction and plan, including fit, focus and relevance to Impact 2040.
  - (c) May be submitted year-round. A health policy proposal must be submitted in writing, endorsed by a minimum of 10 members. An [online form](#) is available.
  - (d) The content of a health policy proposal must not seek to fetter the Board's authority to manage the affairs of the Association, nor may it interfere with the Board's or a director's fiduciary duty.
  - (e) Must not be substantially the same as a health policy proposal previously submitted within the last 5 years unless circumstances have changed to warrant a new policy.

## 7.2 Next steps – what happens after a health policy proposal is submitted

Upon receipt of a policy proposal, the Health Policy Review Group will work with the sponsoring member to

- (a) determine whether the proposal meets the requirements above, and will advise the member if the proposal is redirected into the corporate business proposal intake;
- (b) determine if a health policy proposal is the most effective and appropriate manner to address the issue or if an alternate approach might be considered;
- (c) assist in finalizing the content of the health policy proposal to ensure a common understanding of the intent of the proposal and that the proposal complies with the CMA bylaws and operating rules and procedures

- (d) refer the health policy proposal to members and stakeholders for consideration in terms of importance or urgency and further policy development

### 7.3 Disposition of a health policy proposal – what happens after initial consultations

If it is determined that the health policy proposal is not appropriate to move forward, it will either be set aside for future consideration or dismissed at this stage. The sponsor will be informed. Otherwise, the Health Policy Review Group will refer the proposal to the Board which may then

- (a) refer it to a committee or working group for further consideration
- (b) consult with members and stakeholders on a draft policy
- (c) consider a draft policy for approval and
- (d) inform the sponsor of the outcome. If the proposal is adopted by the Board as policy, it will be communicated to members, used in advocacy activities and added to the policy database.

Note: The Board may fast track health policy proposals that meet the criteria outlined above and that are non-controversial and require little or no resources to implement.

## 8) Delegates to General Council

The following provisions shall apply pursuant to Section 10.2.2 of the Bylaws:

- 8.1 In appointing an additional delegate to General Council from the Territory of Nunavut, the Ontario Medical Association shall give consideration to the clinical or other working experience of the candidates, and shall elect or appoint an individual who is working in the Territory of Nunavut at the time of appointment as a delegate. In the event no candidate meets the criteria, the Ontario Medical Association shall not appoint a delegate from the Territory of Nunavut.
- 8.2 In the event a division opts not to appoint any delegates to General Council, or in the case of Quebec, the Association may invite members from that province or territory to attend as delegates and to vote in CMA elections.
- 8.3 The Board may authorize General Council to be held by telephonic or electronic means, and if General Council is held by telephonic or electronic means, the delegates attending by telephonic or electronic means will be deemed to be present in person at the meeting.

## 9) Removal of Directors, Officers, and Appointees

The following provisions shall apply pursuant to Section 11.4 of the Bylaws:

- 9.1 If there is a complaint under CMA's Respect in the Workplace Policy against a director, officer or other appointee, the Chair of the Human Resources and Compensation Committee or his or her designated alternate shall initiate the Process set out in CMA's Respect in the Workplace Reporting and Resolution Procedure.
- 9.2 If there is a complaint under the Board Code of Conduct against a director or officer, the Chair of the Board shall initiate the procedures set out in the Board Code of Conduct.

- 9.3 If the Board of Directors resolves to remove a director, officer or other appointee from the individual's position or appointment for a reason not related to CMA's Respect in the Workplace Policy or the Board Code of Conduct, the Chair of the Board shall initiate the following procedure, which, for greater clarity, is the procedure set out in the Board Code of Conduct:
- (a) Notice: The director, officer or appointee will be given notice of the complaint or allegation against him or her, including the name of the complainant and other reasonable factual details to allow the individual to understand the basis and substance of the complaint. He or she will also be advised that the complaint may lead to a decision by the Board of Directors that affects the person's status as a director, officer or appointee.
  - (b) Response: A director, officer or appointee will be given a reasonable opportunity, ordinarily to a maximum of five business days, to provide a written response to the allegations. In exceptional circumstances, the Board Chair retains the discretion to lengthen the time for a response.
  - (c) Board Evaluation: The Board of Directors will consider the written submissions of the director, officer or appointee whose conduct is being reviewed and render its decision in writing as soon as practicable. The person whose conduct is being reviewed shall not participate in the Board meeting called to consider the complaint.
  - (d) Remedies: The Board will consider each complaint on its merits and have full discretion to dispose of complaints as it sees fit. The Board may determine, where there are sufficient grounds, that the appropriate remedy is removal of a director, officer or appointee in accordance with the procedures set out in the by-laws and Operating Rules. Such decision shall be contained in a notice in writing to the director, officer or appointee before the effective date of the removal from office and shall be signed by the Chair of the Board.

#### **10) Terms of Office and vacancies**

The following provisions shall apply pursuant to Sections 11.3 and 11.5 of the Bylaws:

- 10.1 Except in the case of a non-physician director, if an incumbent resigns or is removed from a seat on the Board of Directors effective as of the end of the next Annual Meeting, the seat is not considered vacant and the Board of Directors cannot appoint a replacement. The seat shall be filled according to the ordinary nominations and elections process for the Board of Directors, and the term of office for the newly elected individual shall be as set out in Section 11.3.1 of the Bylaws.
- 10.2 If a position on a committee becomes vacant, the Board of Directors may appoint a replacement, and the term of office for the individual so appointed is up to 3 years, renewable once.

#### **11) Nominations for election to the Committee on Nominations**

The following provisions shall apply pursuant to Section 12.1 of the Bylaws:

- 11.1 Nominations for the Committee on Nominations:
- (a) shall for the provincial/territorial members, be submitted by each division or by any member residing or practicing in that province or territory. In the case of Quebec, the Secretariat shall seek out one or more nominees for consideration in addition to any nominations received from Association members in the province;
  - (b) shall for the affiliate society member, be submitted by the affiliate societies or by any member of any affiliate society;



(c) shall for the student member, be submitted by the affiliate medical student society or by any student member; and

(d) shall for the resident member, be submitted by the affiliate society of residents or by any resident member.

11.2 If there is more than one nomination for any position, a ballot shall then be taken for that position.

## **12) Nomination procedures for positions elected by General Council via the Committee on Nominations Report**

The following provisions shall apply pursuant to Sections 12.2.1 and 12.3.3 of the Bylaws:

12.1 Nominees for the student director must be either a student member of the Association, or a member of the Canadian Federation of Medical Students and a member of the Association who is currently, or was within the past 12 months, enrolled in a Canadian medical school.

The following provisions shall apply pursuant to Section 12.3.5 of the Bylaws:

12.2 Each year, the CMA Nominations Committee will notify the provinces/territories, affiliates and membership of upcoming vacancies on the Board of Directors and committees, where the positions are ratified by General Council.

12.2.1 The Nominations Working Groups are responsible for reviewing expressions of interest received for any position and selecting one candidate to recommend to the CMA Nominations Committee. Each working group consists of the CMA Nominations Committee Chair, CMA Appointments Committee Chair, and up to two other representatives. In the case of a working group to select a candidate for a provincial/territorial director, the additional representative(s), insofar as it is possible, should come from the province/territory for which there is an upcoming vacancy. It may interview one or more candidates as part of its review of the nominations.

12.2.2 The CMA will issue a call for nominations and expressions of interest which lists positions with upcoming vacancies, except where there is an incumbent who is eligible and agrees to serve another term. The call will be posted on [cma.ca](http://cma.ca) and include a schedule for the nominations process and the required nomination/application documents. The call for nominations will stipulate candidates who are willing to hold office for up to 6 years where applicable.

12.2.3 Each nomination for positions ratified by General Council must be submitted via the prescribed online form no later than 5 months prior to the AGM, and may be withdrawn up to the time of the AGM at the request of the nominator.

12.3 The Committee on Nominations will review nominations, may interview candidates, and will develop a slate of nominees for ratification by General Council delegates. In the event there is only one nominee for a position, the candidate shall be declared elected by unanimous consent. Nominations from the floor at the AGM are not permitted.

12.4 Pursuant to Section 12.2.1 of the Bylaws and the Conflict of Interest Guidelines adopted by the Board of Directors, a voting director or sitting president of a provincial/territorial medical association or affiliate society is not eligible for a position on the CMA Board of Directors.

### **13) Nominations for Student and Resident members of the Committee on Ethics**

The following provisions shall apply pursuant to Section 12.3.2 of the Bylaws:

- 13.1 Nominations for the student member of the Committee on Ethics shall be submitted by the affiliate medical student society or by any student member.
- 13.2 Nominations for the resident member of the Committee on Ethics shall be submitted by the affiliate society of residents or by any resident member.

### **14) Nomination for the position of President-Elect**

The following provisions shall apply pursuant to Section 12.3.4 of the Bylaws:

- 14.1 A nominee must be selected through an election process open to all Association members in that province or territory and according to a process established by the Board of Directors of the Association. In the event of a sole candidate, Association members in the candidate's province or territory must vote to affirm them before the candidate becomes the president-elect nominee.
- 14.2 The nominee selected in the election (or, in the event of a sole candidate, the nominee affirmed via the affirmation process under section 14.1) will be submitted by the applicable division (or the Secretariat in the case of Quebec) for the office of President-Elect., In the event of a tie during such an election, the division or Secretariat as applicable shall submit the names of the tied nominees.

### **15) Voting at meetings of the Association**

The following provisions shall apply pursuant to Chapter 18 of the Bylaws:

- 15.1 Except as otherwise provided in the Bylaws including the rules of order referenced in section 18.1 or these Operating Rules and Procedures, questions shall be decided by a simple majority of the votes cast. In the case of an election, if more than 2 candidates are on the ballot and no candidate receives more than 50% of the votes cast, the candidate receiving the lowest number of votes is retired from the ballot and another vote is taken involving the remaining candidates. This process is repeated until one candidate obtains the majority of votes cast.
  - (a) Tie Vote Procedure (3 or more candidates)

In an election where more than 2 candidates are on the main ballot, in the event there is a tie for the lowest number of votes and no candidate receives more than 50% of the votes cast, a vote will be taken between only the tied candidates (a "Tie Breaker"). In a Tie Breaker, the candidate receiving the lower number of votes is retired from the main ballot and the candidate receiving the higher number of votes is included on the main ballot for a revote between all remaining candidates. If the Tie Breaker results in a tie, the names of the Tie Breaker candidates shall be entered into a random draw to be made by the Chair of the meeting. In that event, the name drawn by the Chair is included on the main ballot for a revote between all remaining candidates, and the other Tie Breaker candidates are retired from the main ballot.
  - (b) Tie Vote Procedure (2 candidates)

In an election between only 2 candidates, if there is a tie, a second vote will be taken and the candidate receiving more than 50% is the successful candidate. In the event of a tie on the second vote, the names of the candidates shall be entered into a random draw to be made by the Chair of the meeting. In that event, the name drawn by the Chair is the successful candidate.
- 15.2 Unless a poll is demanded, a declaration by the chair of the meeting as to whether or not the question or motion has been carried shall be evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the motion or for any candidate. On the request of any person eligible to vote, the Chair shall announce the exact count of the poll.

- 15.3 With the consent of the members at a meeting of the Board of Directors or a Committee, questions may be decided on the basis of consensus without voting.
- 15.4 Any person participating in a Members meeting (including AGM) and entitled to vote at that meeting may vote, and that vote shall be held, by means of the telephonic, electronic or other communication facility that the corporation shall make available for that purpose and that:
- (a) enables the votes to be gathered in a manner that permits their subsequent verification; and
  - (b) permits the tallied votes to be presented to the Association without it being possible for the Association to identify how each Member voted.

#### **16) Vacancy in the office of President-Elect**

The following provisions shall apply pursuant to Section 13.3.1 of the Bylaws:

- 16.1 In the event that the office of President-Elect becomes vacant at any time sooner than 90 days before the Annual Meeting of members, the following procedure shall be implemented:
- (a) As soon as the vacancy becomes known, the Chief Executive Officer:
    - (I) shall notify provinces/territories and members of the Association that the office is vacant; and
    - (II) shall issue a call for nominations.
  - (b) Nominations for the office of President-Elect shall be submitted online according to a process indicated in the call for nominations in the province/territory in which the President-Elect resides or any 50 members of the Association within 15 days of the issue of the call for nominations.
  - (c) In the event that there is more than one nomination for the position, members from the province/territory entitled to nominate the President-Elect shall be eligible to vote in an online election.
  - (d) The Chair of the Board of Directors shall declare the person receiving the most votes elected.
- 16.2 In the event that the office of President-Elect becomes vacant during the 90 days before the Annual Meeting of members, the following procedure shall be implemented:
- (a) As soon as the vacancy becomes known, the Chief Executive Officer:
    - (I) shall notify provinces/territories and members that the office is vacant; and
    - (II) shall issue a call for nominations.
  - (b) Nominations for the office of President, for the Association year immediately following the AGM, shall be submitted online according to a process outlined in the call for nominations in the province/territory from which the vacancy arose or any 50 members of the Association.
  - (c) Nominations shall be eligible for consideration by the Nominations Committee if they are received by 5 pm, local time, three business days preceding the elections.
  - (d) The Committee on Nominations shall consider the nominations and shall submit one or more nominations to General Council. In the event that no eligible nominations for the position are received, the committee may select a nominee.
  - (e) If the office becomes vacant after 5 pm, local time, three business days preceding the elections and before the adjournment of the elections session of General Council, the Committee on Nominations shall select one or more nominees for submission to General Council.

- (f) The election shall follow the procedures outlined in Section 13.1 of the Bylaws.

## **17) Conduct of CMA Meetings**

### **17.1 Pursuant to Section 18.1 of the Bylaws:**

- (a) Business should be transacted in an orderly manner to enable members to express opinions within limits of decorum. At all times, participants will support a respectful and collaborative environment.
- (b) CMA meetings will proceed according to the agendas set out in advance of the meeting.
- (c) Members may raise questions during the specified Q&A sessions during the AGM.
- (d) Members use electronic voting during AGMs.
- (e) The use of plurality voting in elections (whether online or during a meeting) is used when there are three or more candidates.
- (f) Quorum for CMA meetings is outlined either in the bylaws or a committee's terms of reference.
- (g) Pursuant to Bylaw 13.2(d), if the President attends a meeting of a committee whose composition does not ordinarily include the President, quorum is not affected.
- (h) If a quorum is present at the beginning of the meeting, decisions made later in meeting are valid even if quorum may not exist at the time of the decision.

### **17.2 In-camera procedures**

- (a) A voting participant may request on a 'point of procedure' that a particular discussion or session be held in camera. The participant must specify which level of in camera is requested. A vote will be taken and a majority will be required. The two levels of in camera are:
  - (I) Level 1 – Exclusion of media
  - (II) Level 2 – Exclusion of media and non-member observers
- (b) Should a motion be approved to deliberate in camera, the chair will seek additional clarification as to the appropriateness of staff and/or technicians remaining in the room to facilitate business.
- (c) Communication of content discussed within closed sessions is prohibited.

### **17.3 Consent agendas**

- (a) The use of consent agendas allows non-controversial motions that meet the following criteria to be approved 'en bloc' and without debate so as to allow time for dialogue on topics that require full discussion and debate:
  - (I) Motions that are not likely to initiate debate or dissent
  - (II) Motions that are in keeping with the CMA's strategic direction and plan
  - (III) Motions that require little to no resources to implement
- (b) Consent agendas are presented at the beginning of a meeting. At that time, any voting participant may request that a motion be removed from the consent agenda for reasons of dissent. The motion(s) in question will be considered, if time allows, later in the meeting.

#### 17.4 Motions

17.4.1 Except for facilitative business motions such as approval of bylaws or appointment of auditors, motions at the AGM are encompassed by the corporate business proposals described in these Operating Rules and Procedures.

##### 17.4.2 Rules typically followed include:

- (a) Only a voting member can move or second a motion
- (b) Motions must be clear and worded in the affirmative. A motion must not seek to fetter the Board's authority to manage the affairs of the Association, nor may it interfere with the Board's or a director's fiduciary duty.
- (c) Motions must be relevant to the subject being discussed and within the scope and authority of the deciding body
- (d) Once a motion has been moved and seconded, all subsequent discussion must be relevant to the motion on the floor.
- (e) Amendments to a motion refer to a change in wording and must be relevant to the issue/motion, otherwise it will be ruled out of order. An amending motion will take precedence over the main motion and requires a majority vote. Debate will be confined to the amendment. If the amendment is defeated, discussion will return to the original motion; if the amendment is approved, discussion will return to the motion as amended.
- (f) Procedural motions, including motions to refer, commit or postpone, which may assist in disposing of a motion, or which interrupt proceedings (i.e., point of order or personal privilege), will be addressed according to their importance.

##### 17.4.3 Discussion/debate procedures

- (a) When a main motion has been moved, seconded where seconding is required and read from the chair, it is before the meeting. When the mover speaks a second time, this closes debate.
- (b) Participants wishing to speak during debate should, after being recognized by the chair, identify themselves by name, state whether they are for or against the motion and speak only once to a motion for no more than 2 minutes. For larger meetings, time may be indicated by a 'traffic light' system to avoid confusion and respect for all in attendance. The chair may turn off a microphone if a participant exceeds his/her 2 minutes.
- (c) When debate on a motion appears to have closed, the chair will put the question to a vote (after making clear the exact question to participants).