

Annual Meeting of Members
June 17, 2021

Instructions to Voting Delegates

These instructions are for your guidance in fulfilling the duties of a voting delegate at CNA's annual meeting of members in June 2021.

A: DUTIES OF VOTING DELEGATES:

Voting delegates shall

1. attend virtually for the annual meeting of members;
2. register as early as possible on the morning of the annual meeting of members using the unique registration details provided to you (the number of votes to which you are entitled will be assigned to you);
3. study all documents for the annual meeting of members, and attend all business sessions;
and
4. report to the CNA member they represent any inability to fulfil their duties as a delegate.

B: VOTES TO GOVERN:

Unless otherwise required by the *Canada Not-for-Profit Corporations Act* (the Act) or the CNA By-laws (the By-laws), all motions, resolutions, subsidiary motions and any other form or type of motion require approval by Ordinary Resolution (the majority of the votes cast thereon), including motions to amend the By-laws. Where a motion requires a Special Resolution pursuant to the Act or the By-laws, such motion requires a majority of not less than two-thirds of the votes cast thereon.

C: PERTINENT EXCERPTS FROM CNA BY-LAWS OR BOARD POLICIES:

Voting

1. **By-law 11.2:** *As set out in the Articles, each Jurisdictional Member is entitled to receive notice of, attend and vote at all Meetings of Members. Each Jurisdictional Member that represents ten thousand (10,000) or more Registered Nurses shall be entitled to exercise fifteen (15) votes at all Meetings of Members. Each Jurisdictional Member that represents nine thousand nine hundred and ninety nine (9,999) Registered Nurses or less shall be entitled to exercise ten (10) votes at all Meetings of Members.*
2. **By-law 11.4:** *As set out in the Articles, each Student Members is entitled to receive notice of, attend and vote at all Meetings of Members. Each Member shall be entitled to exercise five (5) votes at all Meetings of Members.*

3. **By-law 11.6:** *As set out in the Articles, each Nursing Specialty Member is entitled to receive notice of, attend and vote at all Meetings of Members. Each Member shall be entitled to exercise ten (10) votes at all Meetings of Members.*
4. **By-law 11.5:** *As set out in the Articles, each Family of Nursing Members is entitled to receive notice of, attend and vote at all Meetings of Members. Each Family of Nursing member shall be entitled to exercise five (5) votes at all Meetings of Members. Notwithstanding anything else in this By-law, Family of Nursing Members shall only be entitled to vote at Meetings of the Members if such Member represents one thousand (1,000) or more Registered Nurses, or in the case of the Nurse Emeritus group One Thousand (1,000) or more Nurses Emeritus.*

Notification of Voting Delegates and Number of Votes

5. **Board Policy GP13, section 11:** *The CEO notifies each Member of the number of votes it is entitled. For Jurisdictional and Family of Nursing members, those numbers are confirmed on confirmation of their membership annually.*
6. **Board Policy GP13, section 11:** *The executive director/CEO or President of Jurisdictional, Canadian Network of Nursing Specialties and the Family of Nursing members shall submit a list of their voting delegates to CNA certifying that such delegates are members from their respective membership and the number of votes to which the member is entitled. The list must be submitted by the Executive Director/CEO or President, or their designate, of the membership category.*

Identification of Voting Delegates

7. **Board Policy GP13, appendix:** *If there is a need for a member to replace a voting delegate at the last minute, the member executive director/CEO or President will be requested to verify that the substitute voting delegate is a regulated nurse. The substitute voting delegate will be asked to provide their nursing licence number.*

Quorum

8. **By-law 25:** *A quorum at any Meeting of Members (unless a greater number of Members are required to be present by the Act) shall be a majority of the Members entitled to vote at the meeting. If a quorum is present at the opening of a Meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. Notwithstanding anything else in this By-law, where a motion or resolution is put before a Meeting of the Members, quorum must be present for a vote on such motion to take place.*

Electronic Voting

9. **By-law 26:** *Where the Board approves electronic voting for a Meeting of Members, pursuant to the Act, a Member entitled to vote at a Meeting of Members may vote by means of a telephonic, electronic or other communication facility if the Corporation has a system that:*
- 26.1 *enables the votes to be gathered in a manner that permits their subsequent verification, and*
 - 26.2 *permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.*

Parliamentary Authority

10. **CNA Standing Rules of Order:** *Robert's Rules of Order Newly Revised shall be the parliamentary authority to determine procedural issues or to interpret terminology not addressed by the Act or the By-laws.*

Minutes

11. **CNA Standing Rules of Order:** *The board of directors shall have the authority to approve the minutes of the annual meeting of members.*