

Manitoba Runners' Association Inc.

Meeting Policy

Revised May 8, 2023

ARTICLE 1: GOVERNANCE

1.1 Policy: This constitutes the Meeting Policy stipulated in section 3.2 of the Bylaws.

ARTICLE 2: MEETINGS OF MEMBERS

2.1 Board to Determine: The Board shall determine the time and place for all Meetings of Members.

2.2 AGM Calendar: The following actions and timelines shall be maintained for the Annual General Meeting (AGM):

Date	Latest Date for...	Requirement from...
April 30	Holding AGM	Bylaws
T - one month	Approving Annual Financial Statements	Bylaws
T - 21 days	Written notice of meeting to Members	Bylaws
T - 14 days	Receipt of intention from incumbent Directors to seek re-election	Governance Policy
T - 14 days	Receipt of written nominations for Directors from Members	Bylaws
T - 10 days	Receipt of written notice for an agenda item from a Member	Meeting Policy
T - 7 days	Circulating valid nominations for Directors to Members	Bylaws
T - 7 days	Circulating Annual Financial Statements to Members	Bylaws
T - 7 days	Circulating Bylaw Amendments to Members	Bylaws
T - 7 days	Circulating agenda package from section 2.5 to Members	Meeting Policy
X + 7 days	Notifying Members of any Bylaw Amendments by Directors	Bylaws
January 31	Receipt of Bylaw Amendments from Members	Bylaws

2.3 Calendar for Special Meetings: The following actions and timelines shall be maintained for any Special Meeting called by the Board:

Date	Latest Date for...	Requirement from...
Notice + 30 days	Holding Special Meeting requested by Members	Bylaws
T - 21 days	Written notice of meeting to Members	Bylaws
T - 10 days	Receipt of written notice for an agenda item from a Member	Meeting Policy
T - 7 days	Circulating agenda package from section 2.5 to Members	Meeting Policy

2.4 Member-Requested Special General Meeting: As noted in the Bylaws, Members may request a Special General Meeting by submitting a written requisition signed by seven or more Members to the President, complete with proposed agenda item(s) and reasons for the request. The Board shall hold a Special General Meeting within 30 days of receipt of the requisition.

2.5 Notice of Meetings: Written notice of Annual and Special General Meetings of Members must provide the date, time, and place for the Meeting. At least seven days prior, Members shall be

given a proposed agenda, reasonable information to permit them to make informed decisions, and, where appropriate, nominations of Directors, annual financial statements, and the text of any resolutions to be decided.

- 2.6 Waiver of Notice: Any Member may waive notice, and attendance of the person at the Meeting is a waiver of notice of the Meeting, unless the person attends the Meeting for the express purpose of objecting to the transaction of any business on the grounds that the Meeting was not lawfully called. No substantial error or omission in giving notice of any Meeting of Members shall invalidate the meeting or make void any proceedings taken at the Meeting.
- 2.7 Agenda: The Agenda for Meetings of Members may include:
- 2.7.1 Call to Order
 - 2.7.2 Establishment of quorum
 - 2.7.3 Approval of the Agenda
 - 2.7.4 Adoption of the Minutes of the previous Annual General Meeting
 - 2.7.5 Board Committee and Staff Reports
 - 2.7.6 Presentation of the Financial Report and budget by the Treasurer
 - 2.7.7 New Business or as outlined in the Meeting notice
 - 2.7.8 Election of Directors
 - 2.7.9 Adjournment
- 2.8 New Business: Any Member who wishes to have new business placed on the agenda of a Meeting shall provide Written Notice to the President at least 10 days prior to the Meeting date.

ARTICLE 3: MEETINGS OF BOARD OF DIRECTORS

- 3.1 Board to Determine: Meetings of the Board of Directors shall be held at any place or time as determined by the Board or the President.
- 3.2 Chair: The President or the President's designate shall be the Chair of all Meetings of the Board.
- 3.3 Notice: Written Notice of any Meeting of the Board shall be given to each Director at least 14 days prior to the Meeting.
- 3.4 No Notice for First Meeting: Provided that a quorum is present, no Meeting notice shall be necessary to the newly elected or appointed Director(s) for
- 3.4.1 the first Meeting of the Board held immediately following the Annual General Meeting of Members.
 - 3.4.2 a Meeting of the Board at which the new Director is appointed to fill a vacancy.

- 3.5 Waiver of Notice: Any Director not properly notified may waive Notice of the Meeting or any irregularity thereof.
- 3.6 Voting: Votes shall be determined by a show of hands and a declaration by the Chair that a resolution has been carried. An entry to that effect placed in the Minutes shall be prima facie proof of the fact without proof of the number or proportion of the vote recorded in favour of or against such resolution.
- 3.7 Resolutions: Resolutions proposed at a Meeting of the Board must be seconded. Any member of the Board may move or propose a resolution.
- 3.8 No Proxies: Directors may not appoint a proxy to represent them at Board Meetings.
- 3.9 Closed Meetings: Meetings of the Board shall be closed to Members and the public except by invitation of the Board.
- 3.10 Policy and Governance Review: As noted in the Governance Policy, the Board shall review policy and governance practices at least once each year. See the Governance Policy for the meeting month at which each policy is scheduled for review.

ARTICLE 4: MEETINGS OF COMMITTEES

- 4.1 Meetings of the Committees shall be held at any place or time as determined by the Committee Chair.
- 4.2 Notice: At least seven days prior, notice of Committee Meetings shall be given to all Committee Members providing the date, time, and place of the Meeting.

ARTICLE 5: MEETING PROVISIONS

- 5.1 Meetings by Electronic Means: If the MRA makes such means available, any person entitled to attend a Meeting may participate in the Meeting by telephone or electronic means that permit all participants to communicate adequately with each other. A person so participating is deemed to be present at the Meeting. The meeting participants may determine that the Meeting be held entirely by telephone or electronic means that permit all participants to communicate adequately with each other during the Meeting.
- 5.2 Conduct of Meetings: Meetings of Members and Meetings of the Board shall be conducted according to this policy and if there is no specific rule applying, then according to Robert's Rules of Order.