

Special Resolutions for January 24, 2023

OPDA Annual General Meeting

Special resolution 1: Change the fiscal year end to October 31.

Change by-law section 32 to read "The fiscal year shall be November 1 to October 31."

Special resolution 2: Introduce alternating 2-year terms for directors

Replace by-law section 13 with the following:

The affairs of the society shall be managed by a board of directors, consisting of the executive officers and three (3) directors each of whom at the time of his or her election or appointment and throughout the term of his office must be member of the society. The directors elected at an Annual General Meeting shall be elected to hold office for a term of two (2) years. The executive Officers shall be elected for a term of two (2) years. Elections for directors shall be held on a rotating biennial basis, with one group comprising roughly half the directors elected every second year. Retiring directors and officers shall be eligible for re-election to the board of directors.

Special resolution 3: Add protections for members subject to expulsion

Replace by-law sections 6 and 16 with the following section 6:

A member may be expelled with a two-thirds (66%) vote in favour by special resolution at a general meeting or motion at a Board of Directors meeting. The member subject to expulsion shall be given seven days written notice of the meeting explaining the basis for the expulsion and will be afforded the opportunity to defend in person or by agent at the meeting prior to the vote.

A member who is also a Director may be expelled and removed from the Board only by special resolution at a general meeting. A simple majority of the votes cast at that meeting shall elect any person in his stead for the remainder of the term.