

REVISED (Section 9e)

BOARD OF THE OTTAWA PUBLIC LIBRARY

RULES OF PROCEDURE BY-LAW

November 8, 2022

BOARD OF THE OTTAWA PUBLIC LIBRARY RULES OF PROCEDURE BY-LAW

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BY-LAW NUMBER 1 OF 2022

A BY-LAW TO GOVERN THE PROCEEDINGS OF THE BOARD OF THE OTTAWA PUBLIC LIBRARY

PREAMBLE

1. The Ottawa Public Library Board, hereinafter called the Board, is constituted under the *Public Libraries Act* (*the Act*) and enacts the following by-law for regulation of the business of the Board.
2. The Board shall have a corporate seal, an impression of which is stamped on the margin hereof. This seal shall be affixed under the direction of the Board to all deeds, contracts or documents requiring the seal, and which seal shall be attested by the signatures of the Chair and the Secretary of the Board, or by such member and/or such other officer of the Board as the Board shall direct.
3. The Head Office of the Board shall be at the Ottawa Public Library Executive Offices, Ottawa Public Library, 120 Metcalfe Street, Ottawa, Ontario, K1P 5M2, or as amended from time to time.
4. The purpose of the Board is to provide public library services to the residents of the municipality of the city of Ottawa as set out in ~~the *Public Libraries Act*~~ *The Act* and/or as defined by the Board from time to time.
5. The following Rules of Procedure of the Board shall be observed for the order and dispatch of business and shall regulate the conduct and duties of its members and officers. Where there is any conflict between this by-law and ~~the *Public Libraries Act*~~ *The Act* as amended or other acts, the relevant legislation shall take precedence.

INTERPRETATION

6. In this By-law:
 - (1) "*The Act*" means the *Public Libraries Act*, R.S.O. 1990, Chapter P.44 as amended from time to time;
 - (2) "Board" means the Board of the Ottawa Public Library;
 - (3) "Chair" means the Member elected as Chair of the Board by its Members pursuant to *the Act*;
 - (4) "Vice-Chair" means the Member elected as the Vice-Chair of the Board by its Members;
 - (5) "CEO" means the Chief Executive Officer of the Ottawa Public Library;
 - (6) "City Council" means the Council of the City of Ottawa;

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- (7) "Day" means 24 hours and does not include Saturday, Sunday or a holiday;
- (8) "Member" or "Trustee" means a Member of the OPL Board;
- (9) "Councillor Member" or "Councillor Trustee" means a Councillor of the City of Ottawa who has been appointed to the OPL Board;
- (10) "Citizen Member" or "Citizen Trustee" means a citizen of the City of Ottawa who has been appointed to the OPL Board;
- (11) "OPL" means the Ottawa Public Library;
- (12) "The City" means the City of Ottawa;
- (13) "Library" means the Ottawa Public Library;
- (14) "Rules of Procedure" means the body of rules followed by an assembly, specifically for the Ottawa Public Library in this by-law; and
- (15) "Whole Board" when used in respect to voting means the total of all Members present in a meeting with quorum.

APPLICATION

- 7. (1) The Rules of Procedure contained in this by-law shall be observed in all the proceedings and shall be the rules for the order and dispatch of business before the OPL Board.
- (2) The Rules of Procedure contained in this by-law are likewise applicable to a Committee of the Board.
- (3) The Rules of Procedure may be suspended by a vote of the majority of the Members of the Whole Board.
- (4) Any point of order or procedure for which rules have not been provided in this by-law shall be decided by the Chair in accordance, as far as is reasonably practicable, with the rules of procedure contained in Robert's Rules of Order.

MEMBERSHIP AND COMPOSITION

- 8. (1) The size of the Board shall be in accordance with **the** Act, as amended from time to time, by approval of Council.
- (2) A board member shall hold office for a term concurrent with the term of Council, or until a successor is appointed, and may be reappointed for one or more further terms.

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- (3) Vacancies arising for any reason shall be filled by the Council of the City of Ottawa in accordance with the provisions of ~~the~~ Act.

SELECTION OF CHAIR AND VICE-CHAIR

9. At the first or inaugural meeting of the Board in a new term, or upon appointment of a new Board, whichever is later, the Board shall select from amongst its Members, a Chair and Vice-Chair for a four-year period **concurrent with the term of the Board, or until a successor is appointed,** ~~ending in December of the fourth year consistent with Council,~~ in the following manner:
- (a) The election of the Chair shall be conducted by the CEO and the election of the Vice-Chair shall be conducted by the Chair.
 - (b) Nominations shall require a mover and seconder, both of whom shall be Members of the Board.
 - (c) If only one person has been nominated, that person shall be declared elected. When more than one nominee stands for election, a vote shall be taken by secret ballot.
 - (d) Prior to the vote being taken, each nominee shall be given up to 5 minutes to speak to the nomination. Candidates shall be called upon in alphabetical order of their surname.
 - (e) Only Board Members who are ~~physically~~ present at the meeting will be allowed to vote.
 - (f) Election of the Chair and Vice-Chair is determined by a simple majority of votes cast. If nominees are tied on the first vote, a ten minute recess shall be held and a second vote by secret ballot shall be taken. If on the second vote the nominees remain tied, a further ten minute recess shall be held and a third vote by secret ballot shall be taken. If nominees remain tied after a third vote, the election of the Chair or Vice-Chair shall be decided by lot drawn by the CEO.
 - (g) All ballots will be destroyed following the completion of the voting process.

DUTIES OF THE CHAIR

10. It is the duty of the Chair to:
- (1) Preside at all meetings of the Board.
 - (2) Set the agenda for all meetings of the Board.
 - (3) Be the spokesperson for the Board.

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- (4) Represent and support the Board, declaring its will and implicitly obeying its decisions in all things.
- (5) Commence the meetings of the Board by taking the chair and calling the Members to order, as soon as a quorum is present.
- (6) Announce the business before the Board and the order in which it is to be acted upon in keeping with the practices determined by the Board.
- (7) Receive and submit, in proper manner, all motions presented by the Members.
- (8) Inform the Board on any point of order as deemed necessary.
- (9) Put to a vote all motions which are moved or which necessarily arise in the course of the proceedings, and to announce the result.
- (10) Decline to put to a vote, motions which infringe the Rules of Procedure or which are beyond the jurisdiction of the Board.
- (11) Enforce on all occasions the Rules of Procedure and the observance of order and decorum among the Members.
- (12) Call by name, any Member persisting in breach of the Rules of Procedure and order him or her to vacate the room in which the meeting is being held.
- (13) When it is not possible to maintain order, adjourn or suspend the meeting to a time specified by the Chair, without any motion being put.
- (14) Permit any question to be asked through the Chair of any employee of the OPL in order to provide information to assist any debate when the Chair deems it proper.
- (15) Adjourn the meeting when the business is completed or upon a motion to adjourn.
- (16) Sit ex-officio as a Member of all Committees of the Board and be entitled to participate and vote at their meetings.
- (17) Sign all documents for and on behalf of the Board as identified in the Finance and Administration Section of this by-law.

DUTIES OF THE VICE-CHAIR

11. (1) When the Chair is absent or refuses to act, or the Chair position is vacant, the Vice-Chair shall act as Chair and shall have the same authority, rights and powers as the Chair.

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- (2) In the absence of both the Chair and the Vice-Chair at a meeting, the Members present shall elect a chair for the purpose of presiding over the meeting.
- (3) Sign all documents for and on behalf of the Board as identified in the Finance and Administration Section of this by-law.

CONDUCT OF MEMBERS

12. (1) No Member shall:
 - (a) Speak disrespectfully of any member of the OPL Board or staff.
 - (b) Use offensive words or un-parliamentary language in meetings of the Board or against any Member.
 - (c) Speak in a manner that is discriminatory in nature based on an individual's age, colour, ancestry, race, citizenship, ethnic origin, place of origin, creed, disability, family status, marital status, gender identity/expression, sex, or sexual orientation.
 - (d) Speak on any subject other than the subject in debate.
 - (e) Disobey the decision of the Chair or of the Board on questions of order or procedure or upon the interpretation of the rules of the Board.
- (2) If a Member persists in disobedience after having been called to order by the Chair, the Chair shall forthwith put the question, no amendment, adjournment or debate being allowed: "That such Member be ordered to leave the Member's seat for the duration of the meeting of the Board", but if the Member apologizes, the Member may, by vote of the Board, be permitted to retake the Member's seat.
- (3) If the Member does not leave their seat as requested in Section 11(12), the Chair shall adjourn the meeting.
- (4) Members shall conduct themselves in accordance with the OPL Board Member Code of Conduct, and any Board Policy that may be approved.

CHIEF EXECUTIVE OFFICER

13. (1) The Chief Executive Officer, appointed by the Board, shall also be the Secretary and Treasurer, and shall carry the title of CEO of the Ottawa Public Library as determined by the Board.
- (2) The CEO shall act as Treasurer who shall:
 - (a) Keep the financial accounts of the Library;

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- (b) Prepare and present quarterly reports of receipts and expenditures;
 - (c) Prepare the annual financial report and budgets for Board approval;
 - (d) Transmit to the members of the Board copies of the annual report of the municipal auditor;
 - (e) Provide such other reports and information as may be required by the Board and the *Act*;
 - (f) Certify to all accounts presented to the Board; and
 - (g) Authorize payment of accounts and salaries within the amount approved under the budget, or by resolution of the Board.
- (3) The CEO shall have general supervision over, and direction of the operations of the Library and its staff, and shall have the other powers and duties that the Board assigns to him or her from time to time.
- (4) The CEO shall be responsible for hiring personnel, arranging or rearranging the duties of all employees, and may suspend or dismiss any employee of the Library.
- (5) The CEO shall act as the Secretary to the Board who shall:
 - (a) Notify Members of the meetings of the Board;
 - (b) Keep minutes of every meeting of the Board;
 - (c) Attend all board meetings as its Secretary; and
 - (d) Conduct the Board's official correspondence.

FINANCE AND ADMINISTRATION

- 14. (1) The Board shall submit its annual financial statements, audited by a person appointed under the *Municipal Act* to Council annually on or before the date specified by Council.
- (2) The Board shall reimburse its Members for proper travelling and other expenses incurred in carrying out their duties as Members of the Board as set out in Board policy.
- (3) Signing officers of the Board shall be the Chair, the Vice-Chair and the CEO and the signatures of any two as follows shall be affixed to documents as necessary:

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- One of the Chair or Vice-Chair and,
- The CEO.

MEETINGS OF THE BOARD

15. (1) Regular meetings of the Board shall be held once a month for at least seven months of the year as required by *the Act*, or more frequently at the direction of the Board, and shall be held at the place and time as may be designated by the Board. Meetings may also be held electronically, as long as the public may attend electronically, in real-time.
- a) The Chair may cancel or give notice of a change in the next regular meeting of the Board if, in the Chair's opinion, such change is required, or the meeting is not necessary for the proper conduct of the business of the Board, and,
 - b) Provided that not more than two regular meetings are cancelled or rescheduled under this subsection.
- (2) If the day provided for a regular meeting of the Board is a holiday, or a day of religious observance that precludes the participation of any Members of the Board, the meeting shall be held on another date agreed upon by the Board.

SPECIAL MEETINGS

16. (1) A special meeting of the Board shall be convened with a minimum of two days notice:
- (a) upon being summoned by the Chair; or
 - (b) upon a written request from any two Members of the Board.
- (2) The CEO shall give notice of the time, place and purpose of a special meeting to all Members of the Board by telephone, electronic mail or hand delivered to each Member so as to be received at the residence or place of business of each Member not less than one day in advance of the time fixed for the meeting.
- (3) The Board shall not consider or decide any matter not set forth in the notice calling the special meeting without the consent, recorded in the minutes, of all Members of the Board, present and voting.
- (4) If a special meeting is called for the purpose of considering a matter in accordance with the relevant provisions of the *Act*, before moving to a closed meeting a motion shall be passed in public stating:
- (a) the time and the fact of the holding of the closed meeting; and,

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- (b) the general nature of the matter to be considered at the closed meeting.

OPEN MEETINGS

- 17. (1) In keeping with *the Act*, all meetings of the Board, including any regular, special, committee or other meeting, shall be open to the public subject to Section 18 of this by-law, and no person shall be excluded from a public meeting except for improper conduct.
- (2) The Chair may expel or exclude from any meeting any person who has engaged in improper conduct at the meeting.

CLOSED MEETINGS

- 18. (1) The Board may, by resolution, close a meeting or part of a meeting to members of the public in accordance with the relevant provisions of *the Act* if the subject matter being considered is:
 - (a) the security of the property of the Board;
 - (b) personal matters about an identifiable individual;
 - (c) a proposed or pending acquisition or disposition of land by the Board;
 - (d) labour relations or employee negotiations;
 - (e) litigation or potential litigation, including matters before administrative tribunals, affecting the board;
 - (f) advice that is subject to solicitor-client privilege, including communications necessary for that purpose;
 - (g) a matter in respect of which the board may hold a closed meeting under another *Act*.
- (2) Notwithstanding subsection (1) above, a meeting or part of a meeting shall be closed to the public if the subject matter to be considered cannot be publicly disclosed pursuant to the *Municipal Freedom of Information and Protection of Privacy Act*.
- (3) A resolution to close a meeting or part of a meeting to members of the public shall be considered in public prior to any closed meeting taking place and shall state:
 - (a) The time and the fact of the holding of the closed meeting; and
 - (b) The general nature of the matter to be considered at the closed meeting.

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- (4) If a matter is deemed by a majority of the Board present and voting to be inappropriate subject matter for a closed meeting, the matter will be deferred until the next regular public meeting and will be included in the public agenda for that meeting.
- (5) If a matter considered in a closed meeting is deemed by a majority of all Members of the Board to warrant public disclosure, prior to adjourning the meeting the Chair shall call for a motion to adjourn the closed portion and re-open the public portion of the meeting. The public minutes will record that the matter was considered in a closed meeting and, if appropriate, will state the resolution.
- (6) Where a meeting or part of a meeting is closed to the public, all persons not specifically invited to remain by the Board shall vacate the meeting.
- (7) Minutes of all or part of a meeting which is closed shall be retained in confidence by the CEO and such minutes shall not be open to inspection by any member of the public.
- (8) Any and all information obtained at a closed meeting shall be treated as confidential by any and all persons in attendance.

QUORUM

19. (1) A quorum shall be a majority of the Members present according to *the Act*, including those participating in-person and electronically.
- (2) As soon after the hour of the meeting as a quorum is present, the Chair shall take the chair and call the meeting to order.
- (3) If a quorum is not present within thirty minutes after the hour for which any meeting of the Board or one of its committees has been called, the Secretary shall record the names of such Members as present and the meeting shall stand adjourned.

ORDER OF BUSINESS

20. (1) The order of business at the regular meetings of the Board shall be as determined by the Board.

AGENDA

21. (1) Prior to each regular meeting, the CEO, under the supervision of the Chair, shall prepare or cause to be prepared an agenda of all the items planned for the meeting and shall ensure that the agenda, supporting documentation and the minutes of the last regular meeting, including the minutes of any special meeting held no less than ten days before the planned regular meeting, are delivered to every Member not less than five days before the time appointed for the commencement of such meeting.

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- (2) Any Member of the Board may cause an item to be put on the agenda provided that the item is provided to the CEO within six days prior to the time appointed for the next regular meeting.
- (3) The Board shall not consider any item of business that has not been distributed to the Members with the Agenda. The Board may, however, accept by a simple majority vote to include additional items in the Agenda at the time of the start of the meeting.

CONFLICT OF INTEREST DISCLOSURE

22. (1) The Members shall be governed by the *Municipal Conflict of Interest Act*, (*MCI Act*), as amended from time to time, and the agenda shall include a provision for Members to declare any interest in accordance with the *MCI Act*.

MINUTES

23. (1) The CEO shall designate a Recording Secretary for meetings and cause minutes to be taken of each meeting of the Board, which shall include:
- (a) the place, date and time of the meeting;
 - (b) the names of the presiding officer or officers of the Board and the record of the attendance of the Members;
 - (c) the confirmation and correction of the minutes of the previous meeting;
 - (d) declarations of conflict of interest;
 - (e) all other proceedings of the Board in the format agreed upon by the Members.
- (2) Minutes of a meeting shall be confirmed at the next meeting.
- (3) The minutes shall be signed by the Chair and the CEO following their confirmation by the Board.

RULES OF DEBATE

24. (1) Before speaking to a question or motion, a Member shall address the Chair.
- (2) When two or more Members indicate their intention to speak to any question, motion, or item, the Chair shall recognize the Members in the order in which they indicated their intention to speak.

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- (3) When a Member is speaking, no other Members shall pass between that Member and the Chair, or interrupt that Member except to raise a point of order or privilege.
- (4) A Member may require the question or motion under discussion to be read at any time during the debate, but not so as to interrupt a Member who is speaking.
- (5) No Member shall speak for no more than five minutes and no more than once to the same question or motion without leave of the Board unless it is to provide new information or obtain points of clarification.
- (6) Notwithstanding sub-section (5) above, a reply may be made by the Member who has presented a motion to the Board, following the conclusion of the speeches of the other Members.
- (7) After a question has been put by the Chair, no Member shall speak to the question nor shall any other motion be made until after the vote is taken and the result has been declared.

POINTS OF ORDER

25. (1) The Chair shall preserve order and decide points of order.
- (2) Procedure for raising points of order:
- (a) When a Member desires to address a point of order, the Member shall ask leave of the Chair to raise a point of order and after leave is granted the Member shall state the point of order to the Chair and the point of order shall be immediately decided by the Chair.
 - (b) Thereafter, a Member shall only address the Chair for the purpose of appealing the Chair's decision to the Board.
 - (c) If no Member appeals, the decision of the Chair shall be final.
 - (d) The Board, if appealed to, shall call a vote, without debate on the following question: "Shall the Chair be sustained?", and its decision shall be final.

POINTS OF PRIVILEGE

26. (1) Where a Member considers that the Member's rights, immunities or integrity or the rights, immunities or integrity of the Board as a whole have been impugned, the Member may rise at any time, with leave of the Chair, to raise a point of privilege. The Chair shall then either hear and rule on the point of privilege, or permit a debate and a vote to be held on the question.

NOTICE OF MOTION

27. (1) Notices of Motion shall be in writing, include the name of the mover, and be submitted at least six business days before the meeting at which said motion is to be presented.
- (2) All Notices of Motion shall be read out by the mover or the Chair when it is presented.
- (3) Copies of Notices of Motion that have been read out shall be distributed to Members at the first available opportunity.
- (4) Consideration of a motion, of which notice was given pursuant to this section, shall be in order at the next regular meeting or at a special meeting of Board called for that purpose.
- (5) Prior to the Board's consideration of a motion of which notice has been given previously, a revised motion on the same subject, approved by both movers, may be substituted for the original one contained in the Notice of Motion.

MOTIONS

28. (1) Motions with respect to the following matters may be introduced orally without leave, except as otherwise provided by the Rules of Procedure:
- (a) a point of order or privilege;
 - (b) presentation of petitions;
 - (c) to move the question be put; or
 - (d) to adjourn.
- (2) The following motions may be introduced without leave, except as otherwise provided by the Rules of Procedure:
- (a) to refer;
 - (b) to table or to defer to a certain day;
 - (c) to amend;
 - (d) to suspend the Rules of Procedure; or
 - (e) any other procedural motion.
- (3) Except as provided in sub-sections (1) and (2) above, all motions shall be in writing and signed by the mover. Electronic documents shall be considered equivalent to a written text for the purpose of this requirement.
- (4) All motions shall commence with the words "Be it Resolved that", and shall be moved before being considered.
- (5) All motions may be supported or opposed by the mover.

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- (6) The mover may withdraw a motion at any time prior to the commencement of debate thereon, but upon the commencement of debate the motion shall be deemed to be in possession of the Board, and it may only be withdrawn before amendment or debate with the permission of the Board.
- (7) The Chair shall read any motion before a vote is taken thereon.
- (8) When a Member's motion has been called from the Chair at two successive meetings of the Board and not proceeded with, it shall be deemed to have been withdrawn and be dropped from the Agenda unless the Board then otherwise decides.
- (9) The Chair may request a motion from the Members, but shall refrain from moving motions.

ORDER OF CONSIDERATION

- 29. (1) When a motion is properly before the Board for consideration, no motion shall be received except a procedural motion or a motion to amend.
- (2) Procedural motions shall be considered immediately upon receipt and shall have precedence and are subject to debate as follows:
 - (a) to extend the time of the meeting (not debatable);
 - (b) to move the question be put (not debatable);
 - (c) to refer (debatable);
 - (d) to lay on the table (debatable);
 - (e) to defer indefinitely or to a certain day (debatable);
 - (f) to adjourn (not debatable); and
 - (g) any other procedural motion.

MOTION TO AMEND

- 30. (1) A motion to amend:
 - (a) may be presented orally or in writing;
 - (b) shall be relevant and not contrary to the principle of the report or motion under consideration;
 - (c) shall admit of only one motion to amend such amendment, and any further amendment must be made to the main question;
 - (d) may propose a separate and distinct disposition of a question provided that such altered disposition continues to relate to the same issue which was the subject matter of the question;
 - (e) shall be decided or withdrawn before the main motion is put to the vote, and,

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- (f) where there is more than one motion to amend, they shall be put in the reverse order to which they are moved.

MOTION TO REFER

31. A motion to refer:

- (a) Without specifying the Committee or other body or official to which the matter is referred, is a referral to the CEO.
- (b) Shall include the terms upon which the question is to be referred.
- (c) Shall be debatable only in respect of the desirability of referring the question and the terms of the referral, and no discussion of the main question or an amendment thereto shall be allowed until after its disposition.
- (d) May be amended, but must be disposed of by the Board before the main question or an amendment thereto, and before a decision on a motion that a vote on the main question be now taken, or that the question be tabled.

MOTION TO LAY ON THE TABLE

32. (1) A motion to lay on the table is debatable, but cannot be amended.
- (2) The matter tabled shall not be considered again by the Board until a motion has been made to take up the tabled matter at the same or at a subsequent meeting of the Board.
 - (3) A motion to take up a tabled matter is not subject to debate or amendment.
 - (4) A motion that has been tabled and not taken from the table for six months shall be deemed to be withdrawn, and cannot be taken from the table.

MOTION TO DEFER

33. (1) A matter deferred to a definite date shall have precedence over all other business on such date.
- (2) A motion to defer indefinitely shall be treated as if it were a motion to lay on the table.

MOTION THAT THE QUESTION BE PUT

34. (1) A motion that the question be put:
- (a) cannot be amended or debated;
 - (b) cannot be moved when there is an amendment under consideration;
 - (c) shall preclude all amendments of the main question;

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- (d) when resolved in the affirmative, requires that the question be put forward without debate or amendment;
- (e) can only be moved in the following words: "That the question be now put";
- (f) cannot be moved by a Member who has spoken on the main question unless another Member has subsequently spoken on the question.

MOTION TO ADJOURN

35. (1) A motion to adjourn the meeting:
- (a) shall always be in order except as provided by the Rules of Procedure;
 - (b) is not in order when a Member is speaking or has indicated to the Chair an intention to speak, or during the taking of a vote;
 - (c) is not in order immediately following the affirmative resolution of a motion for the previous question;
 - (d) is not debatable; and
 - (e) when resolved in the negative, cannot be made again until the Board has conducted further proceedings.
- (2) A motion to adjourn without qualification, if carried, brings a meeting of the Board to an end.
- (3) A motion to adjourn to a specific time, or to reconvene upon the happening of a specified event, suspends the meeting of the Board to continue at such time.
- (4) Upon the expiration of three hours after the scheduled time for the commencement of a meeting, the Chair shall put the following motion without debate, amendment or any procedural motion: "Shall this meeting be continued for a further hour?"
- (5) If the motion pursuant to subsection (4) above is not approved by a majority of the Members present, the Chair shall declare that the meeting shall be deemed to be adjourned.

RECONSIDERATION

36. (1) Only a substantive motion may be reconsidered.

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- (2) After a substantive motion has been decided, any Member who was present and who voted thereon may, at any time prior to the end of the meeting at which the substantive motion was decided, give notice in writing that the Member will move for a reconsideration thereof at the next regular meeting or the next special meeting called to deal with the general subject matter under reconsideration.
- (3) The Board shall, immediately when such notice has been given, vote as to whether or not such notice of reconsideration shall be accepted.
- (4) If the vote in favour of reconsideration is less than one-third of those Members present and voting then such notice of reconsideration shall be immediately declared lost.
- (5) If such notice has been given and accepted, no action shall be taken to carry into effect the main motion until after the motion to reconsider has been disposed of.
- (6) Every motion for reconsideration considered at a subsequent meeting shall be declared lost, unless a majority of Board Members in attendance at the meeting vote in favour.
- (7) Debate on a motion for reconsideration must be confined to reasons for or against reconsideration.
- (8) No discussion of the main question shall be allowed upon an accepted notice of reconsideration or upon the motion to reconsider, unless and until the Board shall have voted to reconsider the same.
- (9) No question upon which a notice of reconsideration has been accepted shall be reconsidered more than once, nor shall a vote to reconsider be reconsidered.
- (10) If a notice of reconsideration is accepted by the Board the consideration of the motion to reconsider shall be the first item of business at the next regular Board meeting, unless the Board decides to deal with the motion at some earlier time.
- (11) A motion to reconsider an amendment after the original motion to which the amendment was proposed has been considered and disposed of is out of order.
- (12) An amendment cannot be the subject of reconsideration independently of the motion, by-law or other matter amended.
- (13) If a motion to reconsider is decided in the affirmative, such reconsideration shall become the next order of business, and debate on the question to be

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reconsidered shall proceed as though it has never previously been considered.

VOTING ON MOTIONS

37. (1) A motion shall be deemed to have been carried when a majority of the Members present and voting have expressed their agreement with the question while quorum is achieved.
- (2) Voting shall be by show of hands or through “roll call” (when verbally calling members by name) unless otherwise noted in this by-law; no vote shall be taken by ballot or by any other means of secret voting unless so identified in these by-laws.
- (3) Any Member, before the question is decided, may require that the vote be recorded, in which case the CEO shall call the vote, announce the division, and record the names and votes of every Member on the question.
- (4) If a Member disagrees with the announcement of the Chair that a question is carried or lost, the Member may, but only immediately after the declaration by the Chair, object to the Chair's declaration and require a recorded vote to be taken.
- (5) When the Chair is satisfied that a question contains distinct proposals, the Chair may divide the question or upon the request of a Member, shall divide the question, and the vote upon each proposal shall be taken separately.
- (6) Every Member present at a meeting of the Board when a question is put, including the Chair and Vice-Chair, shall vote thereon unless prohibited by statute, in which case it shall be recorded. Any Member who refuses to vote shall be recorded as voting in the negative, except where the Member has abstained from the vote as a result of declaring a conflict of interest in the matter or question.
- (7) Any question on which there is an equality of votes shall be deemed to have been decided in the negative.
- (8) When the Chair calls for the vote on a question, each Member shall remain seated until the result of the vote has been declared by the Chair, and during such time no Member shall walk across the room or speak to any other Member or make any noise or disturbance. A Member not seated shall not be entitled to vote.
- (9) Proxy voting is not permitted; each individual participating Board member shall have one vote.

OUTSTANDING INQUIRIES AND MOTIONS

38. (1) Inquiries made before or at a meeting of the Board must be introduced in writing and shall be recorded in the Minutes of the meeting.
- (2) The Board will determine, by vote, if the proposed inquiry is to be assessed and completed by the CEO and staff.

LANGUAGE

39. (1) The Board and its committees may conduct their meetings in either English or French or in both English and French.
- (2) The minutes of the proceedings and the by-laws and resolutions of the Board shall be kept in accordance with the Board's language policy.

HEARING OF DELEGATIONS

40. (1) Delegations wishing to address the Board regarding an item listed on the agenda may be heard with permission of the Board. Delegations shall provide written notice of their request, setting out the particulars of the matter on which the person wishes to speak. Such requests may be received up until the start of the meeting for in-person delegations, and up until four hours prior to the start of the meeting for electronic meetings or an electronic delegation.
- (2) Delegations wishing to address the Board regarding an item not on the agenda may be heard with permission of the Board at regular meetings. Delegations shall provide written notice of their request and shall include the subject matter, a list of person(s) who will be appearing before the Board, and a copy of the materials that will be presented.
- a) Upon receipt of the written notice requesting a delegation, the request shall be listed on the most appropriate meeting agenda, provided the Board has jurisdiction over the subject matter outlined in the request.
- (3) Delegations shall be restricted to presentations of five minutes and shall address their remarks to the stated business. Notwithstanding the foregoing, the time allotted for any delegation may be extended at the discretion of the Board.
- (4) Upon the completion of a presentation to the Board by a delegation, any discourse between Members of the Board and the delegation shall be limited to Members asking questions for clarification and obtaining additional, relevant information only. Members of the Board shall not enter into debate with the delegation respecting the presentation.
- (5) No Delegation shall:
- (a) speak disrespectfully of any person;
- (b) use offensive words or un-parliamentary language;

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- (b) speak on any subject other than the subject for which they have received approval to address the Board; or
 - (d) disobey the rules of procedure or a decision of the Chair.
- (6) The Chair may curtail any delegation, any questions of a delegation or debate during a delegation for disorder or any other breach of this by-law and, where the Chair rules that the delegation is concluded, the person or persons appearing shall immediately withdraw.

COMMUNICATIONS

- 41. (1) Every communication designed to be presented to the Board shall be legibly written or printed, and shall be signed by at least one person, or officially attributed to a specific person if submitted electronically and filed with the CEO.
- (2) All communications on any subject within the jurisdiction of the Board may be referred by the Board to a committee of the Board or other body or official by a motion without debate.

COMMITTEES OF THE BOARD

- 42. (1) The Board may establish standing committees and shall set forth the scope of work of the committees and such other provisions as the Board shall deem proper in their respective Terms of Reference. Standing committees shall report on their work to the Board as required under the scope of work established through Terms of Reference.
- (2) The Board may establish Ad hoc committees of limited duration, to advise, inquire, and report on a particular matter or concern. An Ad hoc committee shall report on their work to the Board as required under the scope of work established through Terms of Reference, and such other provisions as the Board shall deem proper. Ad hoc committees dissolve automatically upon the submission of a report to the Board on the work of the matter or concern.
- (3) The Board may establish Public Advisory Committees to report on matters within the jurisdiction of the Board. The Board may invite qualified individuals from outside the Board to sit on a Public Advisory Committee with Members of the Board, to participate as the Board deems appropriate. The Public Advisory Committee shall report on their work to the Board as required under the scope of work established through Terms of Reference, and such other provisions as the Board shall deem proper. Public Advisory Committees shall dissolve automatically upon conclusion of the work of the matter or concern as determined by the Board.
- (4) The Chair of the Board is an ex officio of each Committee.

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BY-LAWS

43. (1) Every by-law shall be introduced upon motion by a Member, and any number of by-laws may be introduced together in one motion.
- (2) Every by-law when introduced, shall be in typewritten form, and shall contain no blanks except such as may be required to conform to accepted procedure or to comply with the provisions of any *Act*, and shall be complete with the exception of the number and date of the by-law.
- (3) Every by-law of the Board requires only one reading before it may be passed.
- (4) Approval of a motion to establish or modify a by-law shall require a simple majority vote of the Board.
- (5) Every by-law which has been passed by the Board shall be numbered and dated and signed by the Chair or the Vice-Chair and the CEO and shall be held by the CEO's office for safekeeping.

AMENDMENT AND REPEAL

44. (1) This by-law shall not be amended or repealed except by a majority of the whole Board.
- (2) No amendment or repeal of this by-law shall be considered at any meeting of the Board unless notice of the proposed amendment or repeal was given at a previous regular meeting of the Board, but the Board may waive such notice with a majority vote of all Members of the Board.

COMMENCEMENT AND TITLE

45. (1) This By-law comes into force and effect on **November 8, 2022**.
- (2) The short title of this by-law is the *Board of the OPL Rules of Procedure By-law*.

Dated this 8th day of November, 2022.

Chair

Recording Secretary