

Resolutions Process

Canadian Worker Co-operative Federation [CWCF]

PREAMBLE

The CWCF previously had a process whereby resolutions from membership were accepted until roughly 12-18 hours before resolution discussion and vote at our Annual General Meeting. The process was set up as such to allow members to jointly discuss the tabling of a resolution at their respective regional caucus meeting – which typically takes place the day before the Annual General Meeting (AGM) at CWCF’s annual conference.

Such a deadline for receiving resolutions means that resolutions were often presented to membership for the first time on the floor of the AGM. This led to a situation where membership were often expected to read, digest, discuss and vote on a resolution all within a matter of minutes. This process was problematic for resolutions that require time for careful deliberation and discussion before a vote.

While the spirit of allowing for resolutions to come from in-person caucus meetings is understood, the Board of the CWCF feels that the costs of this - in terms of a rushed resolutions discussion at the AGM - is too high. We are, as such changing to a new Resolutions Process.

INTENT OF NEW RESOLUTIONS PROCESS

The following Resolutions Process is meant to replace – with a formal policy - the prior Resolutions Process which was not formally documented. Its aim is to provide clarity to CWCF members of when and how to submit a resolution to the general membership. The process cannot and will not forbid the tabling of resolutions “from the floor” or at any other point right before the AGM (see “Late Resolutions” below); however, it will set out guidelines for what the Board sees as a fair and effective process that maximizes participation and open discussion.

UPDATE TO LATE RESOLUTIONS PROCESS, 2022

After the CWCF Board initially passed this Resolutions Process Policy in 2011, the practice of stating a deadline during the AGM/Conference for Late Resolutions continued, typically in the evening before the AGM. The purpose was to give the Resolutions Committee time to consider the Late Resolution and work with the proponent to make any suggested changes, e.g., for clarification, and to have the possibility of sharing the resolution with members in advance of the AGM. As a result of the Covid19 pandemic and the shift to virtual or hybrid AGMs, the practice of setting a deadline for Late Resolutions ceased. Although it is not a hard deadline, the day prior to the AGM at 6 pm local time (in the case of an in-person or hybrid AGM), or 6 pm Eastern Time (in the case of a virtual AGM) is the time by which members are asked to submit Late Resolutions, to enable consideration by the Resolutions Committee.

CWCF RESOLUTIONS PROCESS: STEPS AND DEADLINES

- **One Hundred Twenty (120) Days¹ Prior to the Annual General Meeting:**
The CWCF Secretary (which role is carried out by the Executive Director) will send a Call for Resolutions to CWCF membership. This Call for Resolutions will include a copy of the Resolutions Process as well as the Form of Resolutions.
- **Sixty (60) Days Prior to the Annual General Meeting:**
Deadline to receive any and all resolutions from membership not to be considered a “Late Resolution”. Resolutions will be sent to the Secretary of the CWCF with a copy to the Chair of the Resolutions Committee.
- **After Resolution Submission:**
The Secretary will review the resolution and submit it, along with any necessary report and recommendation, to the CWCF Resolutions Committee.

The Resolutions Committee will decide to either: A) accept the resolution as is, B) propose changes to the resolution (for reasons of clarity or otherwise), or C) reject the resolutions if deemed in violation of the Resolutions Process.

Should any modifications (substantive or non) be suggested, or a proposed resolution be rejected, the Resolutions Committee will inform and discuss with the proponent of the resolution.

- **Thirty (30) Days Prior to the Annual General Meeting**
Any and all Resolutions that have been received in accordance with the above procedure will be provided to membership thirty days in advance of the Annual General Meeting, to allow time for the members to discuss the resolution with their own co-operative.

¹ In this document, “days” refer to calendar days (not business days).

CWCF RESOLUTIONS PROCESS: LANGUAGE & DEFINITIONS²

What is a Resolution?

A resolution (or motion) is a "proposition placed before a meeting . . . All motions other than merely formal motions should be put in writing and given to the Chairperson. Motions should be clear, definite and affirmative in form, commencing with the word "That". They must be relevant and within the scope of the meeting."

[CCH Corporate Secretary's guide; section 13,100]

How are Individual Resolutions Limited?

"A motion should deal with only one subject and if several propositions are presented in the original motion as alternatives, the chairperson should distinguish them as different propositions and present the questions to the meeting separately."

[CCH Corporate Secretary's guide; section 13,100]

What Types of Resolutions may be made at the Annual General Meeting?

There are basically three types of motions which can be made at any meeting:

1. "original" or "substantive", because they propose the substantial issue for consideration and action;
2. "amending", which modify the main proposition; and
3. "formal", which affect matters of procedure or form.

[CCH Corporate Secretary's Guide; section 13,105]

What Types of Resolutions does this Policy Address?

This policy addresses "original" or "substantive" motions on particular subjects (which includes "Late Resolutions". See below.). Amending or formal motions are made at the meeting itself and need not be submitted in advance of the meeting.

Some examples of original or substantive resolutions are:

- resolutions to amend the Articles or By-laws of the Association
- resolutions to amend, affect or set some policy of the Association
- resolutions to express the support of the Association for some person, entity, action or program

What Is the Effect of Member Resolutions?

Some member resolutions are binding on the Association under the federal Co-operatives Act or the By-laws. These include resolutions re: amendments to the Articles or By-laws; appointment of the auditor, dues policy, and dissolution. Non-binding resolutions are recommendations to the Board and the Association. Although not legally binding, these resolutions are taken under consideration by the Board and a report made on treatment of the resolutions at the following year's AGM, or sooner if appropriate.

² Modified, with permission and with thanks, from The Co-operators Group Limited "Resolution Process"

What Must be Submitted by the Sponsor to Support a Resolution?

1. A summary, statement or copy (in the case of a by-law change) of the present situation being addressed by the resolution.
2. A summary or statement of the objective or the end result desired of the resolution.

The CWCF provides a template to membership which provides a framework for how to structure the resolution (see “CWCF Form of Resolutions”).

Who May Submit Resolutions?

Resolutions may be submitted by any CWCF member (including worker co-op members, regional federation members, developer members and associate members).

Who May Vote on Resolutions?

Resolutions are treated as regular voting matters at the AGM, voted on by CWCF members. Most resolutions will require a simple majority (50% + 1); however in certain cases the nature of the resolution may change this (e.g. Bylaw Amendments).

What is a Late Resolution?

A late resolution is a resolution which a member wishes to sponsor at the Annual Meeting which is of an urgent nature, needs immediate attention, and for one reason or another was not sent to the Secretary at least 60 days prior to the date of the Annual Meeting and as a result was not dealt with in the ordinary course pursuant to this Resolutions Process.

How are Late Resolutions Submitted?

A proponent of a Late Resolution should try to follow this Resolutions Process as closely as possible (e.g., even if it is submitted only 30 days prior to the AGM, to submit the Resolution to the Secretary per the Process). If possible, members should submit Late Resolutions to the Secretary, with a copy to the Resolutions Committee Chair, by the day before the AGM at 6 pm local time (in the case of an in-person or hybrid AGM), or 6 pm Eastern Time (in the case of a virtual AGM).

Should timing allow, and should it be deemed appropriate, the Resolutions Committee may expedite the process and treat the resolution as a standard (not late) resolution.

A Late Resolution, so long as it is not illegal, contrary to public policy, or not within the purview of the CWCF membership, may be moved and seconded at any meeting of CWCF members, so long as the meeting, by a two-thirds majority of the members casting votes at such meeting, after being so moved and seconded, first agrees to allow the resolution to be put.