

## Report of SOBLOC for YPM102, 2023 AGM

### Amendments to By-Laws

#### Formatting

- Add a *Table of Contents*
  - *Justification: The document compiling the By-Laws is a long document spanning over twenty pages. Thus, this addition was made for ease of reference.*

#### All Articles

- Amend grammatical and stylistic inconsistencies, especially the following:
  - Capitalization.
  - Dates and numbering.
  - Hyphenation.
  - References.
    - *Note: All references to clauses pertain to those listed in the By-Laws unless stated otherwise.*
  - Term usage (e.g. “Members of the Board” vs. “Directors”).
  - Terminal punctuation.

#### Article 1: Terms and Definitions

- Add a new *Administrative Policy* term that reads:
  - A standing decision of the Board which governs practice or procedure not covered by the Governing Documents.
  - *Justification: The term “Administrative Policy” is mentioned in the later sections of the By-Laws, though there is no actual definition previously existed to explain what exactly it covers.*
- Change the *Code of Conduct* term to read:
  - A document that outlines behavioural and cultural expectations for participants at events hosted by YPM Inc.
- Add a new *Corporations Act* term that reads:
  - C.C.S.M. c. C225.
  - *Justification: Youth Parliament of Manitoba Inc. must follow the terms of the Act as it is registered with the government as a corporation. This mainly sets out the administrative guidelines, such as the eligibility requirements of candidates for the Board, and financial responsibilities.*
- Change the *Order-in-Council* term to read:

- A measure taken by a unanimous decision of the Board to amend the **Governing Documents**.
- *Justification: The initial wording of the definition specified the By-Laws and Standing Orders, but it should be expanded to include all the Governing Documents. Similar changes have also been made throughout the By-Laws for the sake of consistency and its status as a term in Article 1.*
- Add a new *Prospective Member* term that reads:
  - **An individual who has registered to attend a Landmark Event and is eligible to become a Member.**

#### Article 4: Fiscal Year End

- Change *Clause 1* to read:
  - The fiscal year-end of YPM Inc. shall **fall on 31** January.

#### Article 5: Membership

- Change *Clause 1(c)* to read:
  - ***have participated*** in a Landmark Event as determined by the Board.
- Change *Clause 4* to read:
  - Membership shall begin upon **the commencement** of any Landmark Event **in which the Member participates** and shall lapse after one year.
- Add a new *Clause 4(a)* that reads:
  - **In agreeing to membership, the individual must:**
- Move *Clause 5* up to become *Clause 4(a)(i)* and change is to read:
  - **read and conduct themselves in accordance with the Code of Conduct and By-Laws; and**
- Move *Clause 5(a)* up to become *Clause 4(a)(ii)* and change is to read:
  - **understand that the violation or failure to abide by the Governing Documents referenced in Clause 4(a)(i)** shall result in disciplinary action up to and including the revocation of membership, at the discretion of the Board.
  - *Justification: There is currently no explicit and formal membership agreement that informs prospective members of the Governing Documents and contracts them to act in compliance.*

#### [New] Article 6: Landmark Events

- Insert a new *Article 6* (after *Article 5: Membership*) that reads:
  1. **YPM Inc. shall organize at least one Landmark Event per fiscal year, which shall meet the following criteria:**

- a. The event shall take place over at least three (3) consecutive calendar days.
  - b. The event shall include at least five (5) hours of organized activities per day.
  - c. The event shall fulfill the Mission of the Corporation as outlined in Article 3, Clause 2(a).
2. The Board shall ensure that all individuals eligible to participate in a Landmark Event receive official notice and instructions to register no fewer than 30 days prior to the Landmark Event.
  - *Justification: The general understanding is that Session is the main Landmark Event, though the definition for "Landmark Event" (and what it entails) has not been officially established in the By-Laws.*

#### Article 7: Governing Documents

- Add a new *Clause 4* that reads:
  4. The Board shall take every reasonable action to ensure up-to-date copies of the Governing Documents are readily available to Members, including but not limited to:
    - a. Publishing the Governing Documents online;
    - b. Ensuring a physical copy of each Governing Document is available for reference at any Landmark Event or Membership Meeting; and
    - c. Providing individual copies of the Governing Documents to Members upon request.
    - *Justification: YPM Inc. recently stopped distributing paper copies of the Governing Documents due to the amount of paper waste produced. It is not feasible, practical, nor sustainable to print for every Member, so the addition of this clause will ensure accessibility to the documents in a manner conscious of the environment.*
- Add a new *Clause 5* that reads:
  5. Where possible to ensure accessibility:
    - a. the Governing Documents shall be written in plain language; and
    - b. the Governing Documents shall follow best practices for accessibility and legibility in formatting and typeface selection.
- Add a new *Clause 6* that reads:
  6. Any active Administrative Policies shall be interpreted as part of the Governing Documents, unless otherwise specified when passed by the Board.
    - a. Notwithstanding Clause 6, no Administrative Policy shall take precedence over any Governing Document, with the exception of *Robert's Rules of Order Newly Revised*.

## Article 8: Board of Directors

- Change *Clause 5* to read:
  - 5. The Board shall:
    - a. act at all times in good faith and in accordance with their fiduciary duty to YPM Inc.;
    - b. hold a meeting of the Board at least once per Quarter;
    - c. call a minimum of two meetings of the Membership in any given year;
    - d. prepare an annual budget no later than the AGM;
    - e. oversee the development, implementation, and maintenance of a Strategic Plan;
    - f. share power of disbursement among Directors, providing that:
      - i. all contracts or transactions shall require the signed assent of two Directors.
      - ii. no Director shall issue funds in their name.
    - g. be conversant with the Governing Documents; and
    - h. ensure that consent is obtained prior to distribution of photos and videos of Members.
- Change *Clause 7(c)* to read:
  - c. oversee the implementation of all motions passed at meetings of YPM Inc.;
- Remove *Clause 7(e)*, which read:
  - e. be well-versed in the By-Laws and the Standing Orders of YPM Inc.; and
    - *Justification: Clause 5(g), which applies to all Directors, already requires the knowledge and understanding of the Governing Documents.*
- Change *Clause 9* to read:
  - 9. The Director of Finance shall:
    - a. present the annual budget, profits and losses for the previous year, and a statement of accounts to the membership, no later than the AGM;
    - b. ensure bills are paid in accordance with the approved budget in a timely manner;
    - c. process all incoming revenue and dues paid by Members;
    - d. keep accurate accounts and file records of all financial transactions; and
    - e. present quarterly financial statements to the Board, which shall be made available to Members upon request.
- Change *Clause 10(c)* to read:

- c. ensure that an accurate record of the proceedings of all meetings of YPM Inc. are taken.
    - i. The records shall be made available to Members upon request, notwithstanding records for a meeting or portion thereof held in Closed Session.
- Change *Clause 12(b)* by removing “Financial Officer” to read:
  - b. Seeking or accepting a position with a political party as its President, Vice-President, Leader, Deputy-Leader, Treasurer, or as a paid employee.
    - *Justification: Financial Officers are often employees of contracted accounting firms who typically do not have decision-making power in the party.*

#### Article 9: Cabinet

- Change *Clause 1* to read:
  - 1. The Board shall appoint **Members**, known collectively as the Cabinet, to act as volunteer staff with the authority to carry out decisions **as directed by** the Board.
    - *Justification: Members of the Cabinet have a fair amount of discretion when carrying out their duties, but YPM Inc. has a general standard concerning various operations. Thus, the wording was changed to clarify that Cabinet shall achieve their goals according to the guidelines provided by the Board.*
- Move *Clause 2* up to become *Clause 1(a)*.

#### Article 14: Membership Meetings

- Change *Clause 2(a)* to read:
  - a. Calling **special general meetings** for any specified purpose shall require the majority vote of the Board or a petition to the Board signed by 20% of the Membership.
- Change *Clause 4(a) and 4(b)* to read:
  - 4. The following shall constitute a quorum at meetings of the **Membership**:
    - a. Ten (10) Members **or 20% of the Membership (whichever one is greater)** at a General Meeting.
    - b. Twenty (20) Members **or 20% of the Membership (whichever one is greater)** at an Election Meeting or By-Election Meeting.
      - *Justification: The total number of Members changes every year, so this change is proposed to alter the quorum accordingly.*
- Change *Clause 8(a)* to read:

- a. Proxies must contain **a physical or electronic signature** of the Member surrendering their vote, the Member receiving the proxy, and the meeting chair before coming into effect.
- Change *Clause 8(c)* to read:
  - c. The **attendance** of a Member at a meeting of the Membership who had surrendered their vote via proxy shall immediately render the proxy null and void.
- Move the initial *Clause 10* and insert it after *Clause 7*.
- Remove *Clause 11*, which read:
  - 11. Membership meetings must meet a quorum of 10 members
    - a. Attendance via electronic means to meetings in extraordinary circumstances is considered a valid form of attendance
      - *Justification: Clause 4 already outlines the quorum requirements. Clause 11 and 12 note attendance via electronic means.*
- Convert *Clause 12(a)* into its own *Clause 11*.
- Convert *Clause 12(b)* into its own *Clause 12*.

#### Article 16 - Amendment of Governing Documents

- Move the initial *Article 21* up and insert it after *Article 15: Annual General Membership* to become *Article 16*.

#### Article 17 - Election Meeting

- Add a new *Clause 3* that reads:
  - 3. **Current and prospective Members shall receive:**
    - a. **A Preliminary Notice of Election Meeting no later than 15 December; and**
    - b. **An Official Notice of Election no later than 27 December.**
    - *Justification: Notifying Members of the election prior to the Landmark Event is a step toward countering campaigning. It has previously been observed that Members announced they would be aging out (which is generally considered to be a violation of Article 17, Clause 21), but cited lack of knowledge for campaign rules.*
- Change *Clause 4* to read:
  - 4. **Each Notice of Election shall include:**
- Add a new *Clause 4(e)* that reads:
  - a. **the description of legal and operational responsibilities of the Executive Officers**
- Add a new *Clause 6(c)* that reads:
  - c. **The CRO may appoint Former Members to act as Deputy Returning Officers (DROs) to aid in the facilitation of the Election Meeting,**

interpretation and enforcement of Election Rules, and the counting of Ballots.

- *Justification: It has been observed that the CRO's duties are quite heavy for one person, so this proposal lessens the load for the CRO and allows DROs to act as assistants by helping to run a more smooth and fair Election Meeting.*
- Move the initial *Clause 21* and convert it into a new *Clause 7(b)*.
- Change *Clause 8* to read:
  - 8. Only current Members **and the Speaker of the Senate** may be present in the election room, unless permission is granted by a majority vote of current Members to allow visitors to be present.
- Change *Clause 9* to read:
  - 9. Only current Members who have reached the age of majority **and meet all other eligibility requirements as outlined in the Corporations Act** may stand for election to the Board.
- Add a new *Clause 11(c)* that reads:
  - c. **An individual Member may nominate or second one candidate per position.**
- Change *Clause 13(a)* to read:
  - a. The question and answer period shall be a minimum of 10 minutes and a maximum of **30** minutes.
    - *Justification: There are some positions that tend to have multiple candidates (e.g. Director of Procedures). Increasing the maximum time to ask question would allow the Membership to learn more about each candidate.*
- Change *Clause 13(c)(ii)* to read:
  - ii. The candidates, nominators, seconders, **and non-Members** are prohibited from asking any questions during the question and answer period for that position.
- Add a new *Clause 16(b)* that reads:
  - b. **DROs, at the discretion of the CRO; and**
- Add a new *Clause 17(a)* that reads:
  - a. **Any ballot contrary to this standard which can not be reasonably interpreted as aligned with the standard shall be considered spoiled.**
- Add a new *Clause 17(b)* that reads:
  - b. **Notwithstanding Clause 17, scrutineers shall be permitted to contest the ruling of the CRO on individual ballots, which the CRO must re-consider and give a final ruling.**
- Change *Clause 19(b)* to read:

- b. The list of candidates, the winning candidate, and final ballot count shall be noted in the minutes of the Election Meeting.
    - *Justification: Releasing the final ballot count would help to maintain the integrity of the Election Meeting.*
- Change *Clause 21* to read:
  - 21. Notwithstanding the arrangement of a nominator and seconder, those Members intending to run for a position on the Board shall not engage in overt campaigning during Landmark Events.
- Change *Clause 21(c)(ii)* to read:
  - ii. any statement of endorsement by a third party on the candidate's behalf, under the candidate's direction.
- Change *Clause 24* to read:
  - 24. The CRO shall direct Members to refrain from both verbal and non-verbal communication with other Members during the Election Meeting.
    - a. The CRO shall be given the discretion and authority to appropriately reprimand Members for violating this direction.
    - b. The DRO shall, under the direction of the CRO, help to enforce the mandate in Clause 24.
- Convert *Clause 25* into a new *Article 17* and insert it after *Article 16*.

#### Article 18 - Electronic Voting Procedures

- Change *Clause 1(b)* by removing "discretion of the Board and/or" to read:
  - b. Notwithstanding Article 16, Clauses 3(d)(xiii-xiv) and 13, at the discretion of the CRO and depending on the method of electronic voting to be used, voting for all positions may take place concurrently on a single ballot after the nomination for all positions, which shall be reflected as such in the agenda distributed to Members.
- Change *Clause 1(e)* to read:
  - e. In accordance with Article 16, Clause 16, Members acting as scrutineers shall be shown the certified election report and auditable results by the CRO.

#### Article 19 - Impeachment Proceedings

- Change *Clause 2(a)(iv)* to read:
  - iv. include a reference to a specific clause from a Governing Document at least one valid reason for impeachment under Clause 1.

#### Article 22 - Amendment of Governing Documents

- Change all instances of "the general meeting" in *Clauses 1 through 9* to become "general meetings".



## Article 22 - Committees

- Change *Clause 6* to read:
  - 6. Notwithstanding impeachment as per Article 16 or revocation of membership as per Article 5, if a member of an Ad Hoc Committee ceases to be a Member of YPM Inc., they shall remain a member of the committee **unless they were removed by the Board or resigned from the committee.**

## Article 23 - Dissolution

- Change *Clause 1(a)* to read:
  - a. The organization's mandate should **reflect the mission of the Corporation as outlined in Article 3.**

## **Amendments to Standing Orders**

### All Sections

- Amend formatting and stylistic inconsistencies, especially the following:
  - Dates and numbering.
  - Indentation.
  - Punctuation.

### Section V: Conduct of Members

- Move *Standing Order 23* up to become *Standing Order 22(1)*

### Section VI: Rules of Debate

- Add *Clause 28(3)(i)* to read:
  - i. **Notwithstanding Standing Order 28(3), Members may hold a script to read their speech from.**

## **Amendments to Code of Conduct**

### All Sections

- Amend formatting and stylistic inconsistencies, especially the following:
  - Capitalization.
  - Term usage (e.g. "Members of the Board" vs. "Directors").
  - Punctuation

## **Recommendations**

### By-Laws

- Consider:
  - Clearer outlines (e.g. procedure, requirements) for submitting petitions
  - Clearer outlines for Standing Committees
  - Indemnification clause.
  - Introducing a question-and-answer period for uncontested candidates

### Standing Orders

- Draft:
  - More concrete committee procedures

### Code of Conduct

- Draft:
  - Equity-handling Procedures