

WHEREAS, the Ukrainian Orthodox Church of Canada's By-Law 4.1.3 authorizes the Consistory Board to schedule an Annual General Meeting to be held by electronic means; and

WHEREAS, the Consistory Board of the Ukrainian Orthodox Church of Canada at its February 17, 2023 meeting agreed to hold the 2023 AGM by electronic means: and

WHEREAS, the Ukrainian Orthodox Church of Canada By-Law 4.1.3 requires that prior to the holding of an electronic AGM a policy is established "addressing (a) the mechanics of holding such a meeting and dealing specifically with how security issues are handled, (b) the procedures for establishing quorum, and (c) the method for recording votes;" and

WHEREAS, the Governance Committee has drafted the following policy;

THEREFORE The Consistory Board approves the following electronic AGM policy.

Moved by Dr. Mark Minenko

Seconded by The Rt. Rev. Mitred Archpriest Wasyl Makarenko

Subject: Procedures for the Holding of an Annual General Meeting by Electronic Means

The Ukrainian Orthodox Church of Canada (UOCC) Annual General Meeting (AGM) shall use the following procedures when the AGM is held electronically:

1.General

- a) Only members who have fully paid their levy for the preceding fiscal year are permitted to attend the AGM;
- b) Notice of the AGM was published on the UOCC website and clergy were requested to provide their parishioners with a verbal notice of the meeting not later than 30 days prior to the AGM;
- c) The UOCC Consistory Board shall forward a copy of this policy, related to the holding of an electronic AGM, not later than 14 days prior to the AGM through the three eparchies of the UOCC;
- d) The three eparchies shall forward this policy to all clergy and parishes within their eparchy immediately upon receipt of the email with the policy attached;
- e) The parish council will request all members who wish to participate in the AGM to submit their names to the parish council not later than 7 days prior to the date of the AGM;
- f) The parish council will generate a list of names, surnames and current email addresses with a confirmation that each member wishing to participate in the AGM is a paid up member of the UOCC;
- g) The parish council shall submit this list of members to the UOCC Consistory AGM email address not later than midnight, 5 days prior to the AGM;
- h) The UOCC Consistory staff shall forward to each AGM registered member the following:
 1. instructions for accessing the electronic platform;
 2. a copy of the agenda;
 3. information how to access a copy of the auditor's report for the preceding fiscal year;
 4. information how to access a copy of the budget for the upcoming fiscal year;
 5. a motion ratifying the appointment of UOCC auditors; and
 6. a motion confirming the members of the current Consistory Board (the UOCC By-Laws do not permit the nomination of any new members unless there are vacancies).

2. To attend the AGM and vote a UOCC member must:

- a) Provide their parish council, their name, surname and current email address not less than 7 days prior to the AGM;
- b) Have access to their own computer and ensure that their name, not a phone number or other identifying information, is clearly visible on their internet connection to facilitate roll call votes;
- c) Technical requirements and malfunctions - each member is responsible for his or her audio and Internet connections; no action shall be invalidated on the grounds that the loss of, or poor quality of, a member's individual connection prevented participation in the meeting;
- d) If the member's name and surname is not clearly visible to the vice-chairs of the AGM, that member will not be able to vote or participate in the AGM;
- e) Log in information will be sent to members not less than 24 hours prior to the AGM;
- f) The Recording Secretary shall schedule Internet meeting service availability to begin at least 15 minutes before the start of the AGM;
- g) No one will be permitted to log in after the time established for the start of the AGM; and
- h) Proxy voting is not permitted.

3. The meeting shall be held as follows:

- a) Each participant, will use his or her own computer or other device which can view all participants;
- b) Any member may request to speak to any agenda item by using the "raise hand" function on the video conferencing application and shall be allowed 2 minutes to pose their comment and question at which time the vice-chairs will use the mute function. Members should ensure that they are capable of monitoring their 2 minutes because the vice-chairs shall not provide any warning as to the amount of time left for their comment or question;
- c) The "Chat" function of the video conferencing application will not be used to pose questions and will not be monitored by the vice-chairs;
- d) Each member will only be allowed one 2 minute question followed by another 1 minute comment or question per agenda item;
- e) The vice-chairs shall have the discretion to allow a member additional comments or questions if time permits and no one else has asked a question or made a comment;
- f) When the member has been recognized they must turn on their camera to allow all participants to see them while they speak;
- g) The organizers of the meeting will have access to a control panel for use by the vice-chairs, the Recording Secretary, and their assistants, which enables them to perform their duties during the meeting, such as assigning the floor to a member, opening and closing the polls for taking a vote, controlling the camera view, etc.;
- h) Each member shall maintain Internet and audio access throughout the meeting whenever present but shall sign out upon any departure prior to the adjournment;
- i) If a member signs themselves out for any reason, it is left to the discretion of the vice-chairs whether to allow the member to sign back into the AGM;
- j) Quorum for the AGM is 25 members. If a quorum is present at the opening of the AGM, the members present may proceed with the business of the AGM despite that a quorum may not be present throughout the meeting. If a quorum is not present at the opening of the AGM, the members present may adjourn the meeting to a fixed time and place, but may not transact any other business. (UOCC By-Law 4.1.7.);
- k) Forced disconnections. The vice-chairs may cause or direct the disconnection or muting of a member's connection if it is causing undue interference with the meeting. The vice-chair's

decision to do so, which is subject to an undebatable appeal that can be made by any member, shall be announced during the meeting and recorded in the minutes;

- l) To claim preference in recognition, another member who had been seeking recognition may promptly seek recognition again, and the chair shall recognize the member for the limited purpose of determining whether that member is entitled to preference in recognition;
- m) Voting - Votes shall be taken by a show of hands using the "Raise Hand" function on the video conferencing application. Upon the completion of the vote, the vice-chair shall announce when the vote is completed and all members shall then use the "Lower Hand" function, to lower their hand. When required or ordered by the vice-chairs, other permissible methods of voting may be by electronic roll call or by audible roll call. The vice-chair's announcement of the voting result shall include the number of members voting on each side of the question and the number, if any, who chose not to vote. Business may also be conducted by unanimous consent;
- n) Video display - The chair, the Recording Secretary, or their assistants shall cause a video of the chair to be displayed throughout the meeting and shall also cause display of the video of the member currently recognized to speak or report.
- o) Recognizing that, not all UOCC members may feel comfortable connecting to the AGM electronically from home, groups of two or more members may connect through their parish council facilities. Parish councils shall indicate at their location who will be there and provide this information to the UOCC Consistory Board and confirmation that they are all paid members, who will be attending in accordance with 1. **General** para g, above.