DISABLED PEOPLES' INTERNATIONAL NORTH AMERICA AND THE CARIBBEAN, INC.
PROCEEDINGS AT REGIONAL COUNCIL MEETINGS
AMENDED BY-LAW 11

11. PROCEEDINGS AT REGIONAL COUNCIL MEETINGS

11.1 No business shall be transacted at any Regional Council Meeting unless a quorum of Full Members is present at the time when the meeting proceeds to business.

11.2 A quorum of Board, Biennial Regional Council Meeting or Special Regional Council Meetings shall be two thirds of the total number of Full Members but if at the expiration of one hour after the time fixed for a Board, Biennial or Special Regional Council Meeting the members present are not sufficient to form a quorum, such meeting, shall be considered dissolved if convened on the demand of Full Members and in all other cases, the meeting shall stand adjourned to the same day four (4) months from the date of such adjourned meeting and a notice to the effect shall be circulated by e-mail, via Company website, fax, letter or telephone to the Full Members.

11.3 The President of the Company or in his absence the Vice President or in the absence of both, any other elected member of the Board shall preside as chairperson at every Regional Council Meeting of the Company.

11.4 The chairperson as identified 11.3 may with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

11.5 At any Regional Council Meeting, unless a poll is demanded by at least five (5) Full Members, a declaration by the chairperson that a resolution has been carried or lost, and an entry to that effect in the book of proceedings of the Company, shall be conclusive evidence of the fact.

11.6 If a poll is demanded in the manner aforesaid the same shall be taken at such time and in such manner as the chairperson directs and the result of such poll shall be deemed to be the resolution of the Company in the Regional Council Meeting that a poll demanded on the election of a Chairperson or on a question of adjournment shall be taken forthwith. The demand for a poll may be withdrawn.

11.7 Minutes of all meetings shall be recorded and signed by the Chairperson and Secretary, and shall contain:

- 11.7.1 the number and names of the members both present and absent at meetings and the names of the person presiding at the meeting
- 11.7.2 the time fixed for the meeting, the time the meeting commenced and ended
- 11.7.3 the total number of members on the date on which the meeting was held
- 11.7.4 all decisions made and resolutions passed at the meeting.

11.8 A Full Member shall be entitled to vote at a Regional Council Meeting as long as monies presently payable by the Full Member to the Company have been paid.

11.9 All matters submitted for the decision of the members present at a meeting shall be decided by a majority, **provided however** that the majority is obtained by the votes of Full Members of the Company.

11.10 At Regional Council Meetings, a resolution put to the vote shall be decided by a show of hands unless voting by ballot is demanded by at least 2/3 of the Full Members present before declaration of the result by a show of hands, and in such case, voting by ballot shall be taken.

11.11 If a vote by ballot is demanded, the same shall be taken in such manner as the chairperson may direct, and the result of the ballot shall be deemed to be the resolution of the Company in the Regional Council Meeting.

11.12 In the case of an equality of votes whether on show of hands or on a ballot, the chairperson of the meeting at which the vote is taken shall be entitled to a second or casting vote.

11.13 The Regional Council shall be composed of individuals who are Leaders of the Full Members of the Company, except if the Leader of a Full Member:

11.13.1 is not an individual as defined in By-Law 1, Subsection 1.1.6
11.13.2 becomes medically or otherwise incapacitated
11.13.3 resigns his position
11.13.4 is removed from office by the governing body of the Full Member

11.14 In such cases, the governing body of the Full Member shall appoint the next highest individual on the governing body of the Full Member by notarized proxy by reason of merit, ability, competence, experience, satisfactory character, professionalism and integrity to be its representative to the Regional Council.

11.15 In no case shall the Regional Council have more than one representative from each Full Member.

11.16 The order of business at biennial general meetings shall be:

11.16.1 Ascertainment that a quorum is present
11.16.2 Taking apologies for absence
11.16.3 Reading and approval of the minutes of the last Regional Council Meeting
11.16.4 Discussion of matters arising therefrom
11.16.5 Report of the Full Members
11.16.6 Report of Regional Coordinators
11.16.7 Executive Director Report
11.16.8 Financial Report