

## **UVic Retirees Association: Bylaw amendment information sheet**

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### **Background:**

BC recently brought into force the new *Societies Act* (2015) to replace the *Society Act* (1994). In order to comply with the requirements of the new Act, the UVRA must make amendments to its bylaws and file them with the Register of societies. This requires the memberships of the Society to pass the amendments by special resolution, and as such will require the consent of 2/3 of the voting members present at the next general meeting.

### **Purpose:**

This information sheet will summarize and discuss the changes to the Bylaws the Board is presenting to the membership. Some of the changes were approved by the membership previously, although they were not filed with the Register of Societies at the time.

Alongside this information sheet, a Word document of the proposed new bylaws uses comment bubbles to pinpoint the provisions discussed.

Specifically, this document will highlight new bylaw provisions that have been added to the new bylaws as follows:

- a) New Definitions;
- b) Removed Definitions;
- c) Additions to the Bylaws from the new Act that would apply whether or not they are included in the bylaws;
- d) Movement of provisions or statements within the Bylaws;
- e) Departures from the previous bylaws; and
- f) Departures from the new Act.

## Table of Changes

Provision	Content of proposed bylaw provision	Commentary
<b>Constitution</b>		
	Simplified purpose, and movement of more detailed purpose to Bylaw 1.1	
<b>New Definitions</b>		
1.2	<ul style="list-style-type: none"> <li>• Board</li> <li>• Nominating Committee</li> <li>• Officer</li> <li>• Director</li> </ul>	<ul style="list-style-type: none"> <li>• “Executive Board” has become “Board” for simplicity</li> <li>• “Nominating Committee” has been added as a reflection of its use throughout the Bylaws.</li> <li>• “Officer” as previously defined referred to any member of the Board, however, common usage is director</li> <li>• “Director” as previously defined meant the President, Vice-President, Treasurer, Secretary, and Past President, however, common usage uses officer for those positions. In other words, all members of the Board are directors, and only some of those are officers.</li> </ul>
<b>Removed Definitions</b>		
	<ul style="list-style-type: none"> <li>• Registered Address</li> <li>• Term</li> <li>• Official Retiree of the University of Victoria</li> </ul>	These definitions were all removed as they were unnecessary; in most cases they only appear once in the Bylaws and so do not need to be separately defined.
<b>Inserted provisions from the new Act</b>		
1.4	Definitions in the New Act Apply	Added for clarity, and to conform with standard legislative approach
1.5	Conflict with Act or Regulations	Added for clarity, and to conform with standard legislative approach

3.4(b)	If, at any time during a general meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated	Added to come into compliance with the New Act
4.2	Qualification of directors (see proposed bylaws for full list)	Directors must meet a number of requirements to be qualified to serve on a Board. They have been inserted into the new bylaws for completeness.
4.3	Directors must sign an annual declaration indicating they are qualified.	Added to come into compliance with the New Act
4.4	Directors who cease to be qualified must resign	Added to come into compliance with the New Act
<b>Movement of Provisions or Statements within the Bylaws</b>		
2.6	Annual dues shall be due and payable by April 1 of each year.	Moved from 2.4 for clarity.
2.9	All members of committees, temporary or permanent, established by the Board, and including the Board, must be Members in good standing. A committee shall retain the right, however, to co-opt non-members as needed.	Moved from 2.2 for clarity.
<b>Departure from the previous bylaws</b>		
2.4(c)	Declaration by the <b>Board</b> as not in good standing	Changed from <b>Treasurer</b> to avoid problems if the Treasurer is unable to make the declaration
2.7	Members of the Association who have not paid their membership dues (annual or prepaid) by June 30 in the current annual membership period shall be deemed to be not in good standing and shall, therefore, <b>cease to be members</b> of the Association and will not be eligible for member benefits, for so long as those fees remain unpaid	Changed from “will become inactive” to reflect the requirement to pay dues to remain a member in good standing, and the result of a failure to do so.
3.2	General Meetings	Changed from “Extraordinary General Meetings” to reflect the language used in the New Act.

3.17(a)	A general meeting shall be held at the call of the Board or when a written requisition is delivered to the <b>Board and each director of the Board</b> , signed by not less than 10% of the voting members of the Association, at the time and place stipulated by the Board.	Changed from “Secretary” to reflect the requirements of the New Act.
3.17(b)	The notice of the date, time and place of for such a meeting shall be given to all Members in good standing fourteen (14) days in advance by mail, and shall include a statement of the purpose of the meeting. When a special resolution is to be presented, a draft of the special resolution shall be included with the notice.	Previously included a reference to Bylaw 3.1, but since that is for a different type of meeting, the requirements were repeated and the reference removed.
4.1	The Association must have no fewer than 5 directors.	The new Act recommends 3-11. The Board has chosen not to include a maximum number of directors to allow for flexibility.
4.6	Ex-Officio Directors The Board may from time to time determine that one or more representatives from the University of Victoria or other organizations as determined by the Board, who by virtue of their position, may hold ex-officio positions as directors on the Board for a term determined by the Board.	Added to allow the Board to invite certain positions to have membership on the Board; this might include representatives from the University, or other organizations as the Board sees fit.
4.3	Declaration of directors	In keeping with the requirements under 4.2, we’ve added a requirement for all directors to sign a declaration stating they are qualified. While the new Act allows for verbal confirmation of qualification, we’ve added a requirement to sign paperwork for certainty & record keeping.
4.8(c)	When a slate of candidates for the Board is presented to the Members in advance, Members shall not have the right to make additional nominations for any position from the floor at an annual general meeting.	Previously, Bylaw 3.5 would allow nominations from the floor at an AGM. The Board has decided to move forward without this allowance.

4.9	The Board may, at any time, appoint a Member as a director to fill a vacancy that arises on the Board as a result of the resignation, death, incapacity, or expulsion of a director during the director's term of office.	While Bylaw 4.8(E) referred to filling vacancies, this provision makes the permission clear
4.10	A director appointed by the Board to fill a vacancy ceases to be a director at the end of the unexpired portion of the term of office of the individual whose departure from office created the vacancy.	Flows from the previous provision, and in accordance with the New Act
4.12	The Board shall meet at least three (3) times annually. Meetings of the Board may be called as required by the President, <b>or by any two (2) other directors.</b>	Added to come into compliance with the New Act
4.16	Duties of the Officers	The phrase "or shall make arrangements for the following" has been added to each Officer role description to allow them to ask others to carry out their particular duties when necessary.
4.16(c)(vii)	The Secretary shall, or shall make arrangements for... file the annual report of the Association and making any other filings with the registrar under the Act.	Not previously in the Bylaws – added from the Model Bylaws prepared by the government under the New Act.
4.17	In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.	Inserted from the Model Bylaws for clarity.
4.18	SIGNING AUTHORITY A contract or other record to be signed by the Association must be signed on behalf of the Association  a) by the president, together with one other director,  b) if the president is unable to provide a signature, by the vice-president together with one other director,	Inserted from Model Bylaws

	<p>c) if the vice-president is unable to provide a signature, by any two (2) other directors, or</p> <p>d) in any case, by one or more individuals authorized by the Board to sign the record on behalf of the Association.</p>	
<b>Departures from the new Act</b>		
3.5(a)	Approval of special resolutions shall require a 75% majority of the ballots returned.	The New Act would change this to 2/3rds majority. The Board has decided to continue to use the higher 75% majority, and is permitted to do so, so long as these Bylaws provide.
6.1	Amendments to the Constitution and Bylaws require a special resolution, to be approved by a 75% majority of the votes cast at a general meeting.	The New Act would change this to 2/3rds majority. The Board has decided to continue to use the higher 75% majority, and is permitted to do so, so long as these Bylaws provide.