

# Changes to Bylaws

This page describes the changes that will be proposed at the Annual General Meeting of the Society. For the complete, revised bylaws please see the document *Constitution and Bylaws 250409* also posted on the AGM webpage.

## A. Removal of “unalterable” designation

The provision in our bylaws that stipulates what should happen to the assets of the Salt Spring Seniors Services Society is not a complete sentence!

On top of that, it is marked as “unalterable”. If you want to learn how this came about, you can read about it in the document titled “*Unalterable Clauses*”.

Anyway, this is an artifact of the transition process under the Societies Act of 2015. We can, in fact, remove this restriction by a Special Resolution. That means that at least 2/3 of the attendees at the AGM must vote in favour of it for it to pass.

We propose a two-step process: first, remove the “unalterable” designation then, second revise the provision.

So, Step 1 – the first motion at the AGM with respect to the revision of our bylaws will be:

***Moved that the “unalterable” designation on the Dissolution Clause (Bylaw 7.2) be removed.***

Now Step 2 – we propose to replace the Existing Bylaw as shown in this table. The clause numbering is different because some other clauses are being proposed for earlier sections in the document. The red font indicates the differences in wording between the two versions.

### Existing Bylaw

7.2 In the event of winding-up or dissolution of the Society, funds and assets of the Society remaining after satisfaction of its debts and liabilities shall be given or transferred to such organization or organizations concerned with the social problems or organizations promoting the same purposes as this Society, as may be determined by the members of the Society at the time of the winding-up or dissolution, and if effect cannot be given to or transferred to some other organizations provided however, that such organization referred to in this paragraph shall be a registered charity recognized by Revenue Canada Taxation as being qualified as such under provisions of the Income Tax Act of Canada from time to time in effect.

### Proposed Bylaw

8.2 In the event of winding-up or dissolution of the Society, funds and assets of the Society remaining after satisfaction of its debts and liabilities shall be given or transferred to such organization or organizations concerned with social problems or having purposes similar to the Society’s, as may be determined by the members of the Society at the time of the winding-up or dissolution. If the remaining assets cannot be given to or transferred to some other organization(s), the Board of the day shall determine an appropriate distribution. Organizations referred to in this paragraph shall be registered charities recognized by Revenue Canada Taxation as being qualified as such under provisions of the Income Tax Act of Canada from time to time in effect.

## **B Additional Clauses**

In addition to revising the Dissolution Clause, we propose to add the following provisions. These pertain to five sections of the bylaws:

### **PART 1 - DEFINITIONS AND INTERPRETATION**

#### **Import of Words**

**1.4** Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

#### **Alterations**

**1.5** These bylaws must not be altered or added to except by special resolution.

### **PART 2 – MEMBERS**

#### **Termination of Membership**

**2.7** A person ceases to be a member of the Society:

- by delivering his or her resignation in writing to the Secretary of the Society by mail or electronic delivery,
- on his or her death or, in the case of a corporation, on dissolution,
- on being expelled, or
- on having been a member not in good standing for 12 consecutive months.

**2.8 (1)** A member may be expelled by a special resolution of the members passed at a general meeting.

The notice of special resolution for expulsion must be accompanied by a brief statement of the reasons for the proposed expulsion.

(2) The person who is the subject of the proposed resolution for expulsion must be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.

### **PART 3 – GENERAL MEETINGS OF MEMBERS**

#### **Notice of General Meeting**

**3.3** Notice of a general meeting must be given at least 14 days and not more than 60 days in advance of the meeting. Notice of the meeting is deemed to have been given if it:

- (a) is published in the Society's Newsletter,
- (b) has been sent by email to the email address of every member of the Society for whom the Society has an email address in the register of members, and

- (i) is posted, throughout the period commencing at least 21 days before the meeting and ending when the meeting is held on the Society’s website, or
- (ii) is published in the Gulf Islands Driftwood, at least once in each of the 3 weeks immediately before the meeting.

## **PART 4 – DIRECTORS**

### **Board has full control**

4.1 The property and affairs of the Society shall be managed by a Board of Directors. The Board serves as the governing body of the Society, in which shall be vested full control of and overall responsibility for its revenue, expenditures, assets and liabilities.

## **PART 6 – BOARD POSITIONS**

6.1 in the proposed bylaws have the board position of Treasurer added; remove Clause 6.2. Clauses 6.3 – 6.10 will be renumbered

## **PART 7 – COMMITTEES**

### **Board Committees**

7.1 The directors may delegate any, but not all, of their powers to committees consisting of a director or directors as they think fit. In the exercise of the powers so delegated, a committee so formed must conform to any rules imposed on it by the directors.

### **Types of Committees**

7.2 1) Standing Committees will be established for subjects of long standing concern that require continuous updates and changes.

2) Ad hoc committees may be established for subjects of short-term concern and will be disbanded upon completion of their activity or report.

3) Each committee will have up-to-date terms of reference detailing who has membership to the committee, the purpose of its activities and meeting schedules.

## **C. Correction of Name in Constitution**

The official name of “Seniors”, as registered with the British Columbia government is “Salt Spring Seniors Services Society”. Currently, the Constitution gives the name as “Salt Spring Senior Services Society” (i.e., without an “s” on “Seniors”). Correcting this will be included in the motion.

## **D. Full Package of Constitution and Bylaws**

So ... the complete package that members will be asked to approve is in the document titled "*Constitution and Bylaws 250409*".

And, the second motion is:

*Moved that the Constitution and Bylaws as published on this web site and circulated at the meeting be adopted.*