

## Proposed By-law Amendments

November 23, 2019

### 1) Section 5.8/5.9 - Governance Committee Reference

#### Purpose

- To align the by-laws with the proposed changes to the role of the Governance Committee (and new Board Development Committee).
- The approach taken is to broaden the language in sections 5.8 and 5.9 of the by-laws to delegate the responsibilities for Trustee election procedures to the Board opposed to a specific committee (currently the Governance Committee). This approach was taken because:
  - the work referenced is proposed to fall under the mandate of the Board Development Committee; and,
  - the Board has final approval on committee work.

#### Current Language

**5.8 Governance Committee to establish procedures:** The Governance Committee may establish such other procedures, rules and forms as it considers necessary for the proper conduct of an election. Procedures and rules must be consistent with this by-law.

**5.9 Procedural failure does not invalidate election:** A failure to do anything within the time required by this by-law or in accordance with procedures established by the Governance Committee does not invalidate the election or acclamation of a Trustee unless the Board so determines.

#### Proposed Changes (in red)

**5.8 Establish procedures:** The Board may establish such other procedures, rules and forms as it considers necessary for the proper conduct of an election. Procedures and rules must be consistent with this by-law.

**5.9 Procedural failure does not invalidate election:** A failure to do anything within the time required by this by-law or in accordance with procedures established by the Board does not invalidate the election or acclamation of a Trustee unless the Board so determines.

#### Proposed Motion:

To amend the by-laws at the next AGM to reflect the proposed changes related to the delegation of responsibility for Trustee election procedures within the Board.

## 2) Section 8 - Executive Committee (previously approved)

### Background/Purpose

- An amendment to Section 8 – Executive Committee (below) was adopted by the Board at the meeting on November 23, 2018 however it was not confirmed by the membership at the September 2019 AGM. As such, the amendment is required under the Canadian Not-for-Profit Act to come back before the Board to be considered again and will only come into effect following confirmation by the members at the 2020 AGM.<sup>1</sup>
- The purpose of this by-law amendment is to update the language in Section 8 of the by-laws dealing with the Executive Committee. These updates were completed as part of a broader review of Board committee terms of reference and the respective sections in the by-laws talking about committees.

### Current Language in By-laws (Last Amended, Sept.25, 2017)

**8.1 Appointment of Executive:** The Board shall, immediately after the AGM and at any other time as required, appoint a committee of Trustees called the Executive Committee for a term concluding at the next AGM. The size of the Executive Committee shall not be less than five Trustees and shall include officers of the corporation.

**8.2 Meetings of Executive:** The Executive Committee shall meet monthly or as needed upon at least five days' notice given by the President.

**8.3 Quorum for Executive Meetings:** One-half of the members of the Executive Committee shall constitute a quorum at such meetings. Minutes of Executive Committee meetings shall be circulated to all Trustees in advance of each Board meeting.

**8.4 Powers, Duties and Responsibilities of Executive:** The Executive Committee shall have all the powers duties and responsibilities of the Board except as set out in s.138(2) of the Act or in this by-law.

### Proposed Amendment (As approved at November 23, 2018 board meeting)

**8.1 Appointment:** Each year at its first meeting after the AGM, the Board shall appoint trustees to committees that shall include an Executive Committee, chaired by the President.

**8.2 Composition:** The Executive Committee shall be composed of at least five Trustees and shall include, but not be limited to, all Officers of the Board who are also Trustees. Membership on the Executive Committee is limited to Trustees.

The Executive Committee shall have all the powers duties and responsibilities of the Board set out in s.138(2) of the Act<sup>2</sup> or in this by-law, but any decisions of the Executive Committee regarding hiring or

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<sup>1</sup> Government of Canada. Not-for-profit corporation bylaws. <https://www.ic.gc.ca/eic/site/cd-dgc.nsf/eng/cs05005.html#toc-02>

<sup>2</sup> *Canada Not for Profit Corporation Act*, SC 2009, c.23, s.138

“(1) Directors of a corporation may appoint from their number a managing director or a committee of directors and delegate to the managing director or committee any of the powers of the directors.

(2) Despite subsection (1), no managing director and no committee of directors has authority to

firing of staff or other similarly material changes to the organization must be communicated to the board as a whole before the decision is effective.

**8.3 Quorum:** One-half of the members of the Executive Committee shall constitute a quorum at meetings.

**8.4 Minutes:** Minutes of the Executive Committee shall be circulated to the full board within a reasonable period of time after each meeting.

**Proposed Motion (as previously adopted):**

To amend the by-laws at the next Annual General Meeting to reflect the updated Executive Committee terms of reference.

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- (a) submit to the members any question or matter requiring the approval of members;
  - (b) fill a vacancy among the directors or in the office of public accountant or appoint additional directors;
  - (c) issue debt obligations except as authorized by the directors;
  - (d) approve any financial statements referred to in section 172;
  - (e) adopt, amend or repeal by-laws; or
  - (f) establish contributions to be made, or dues to be paid, by members under section 30.”