

Recommended Amendments to Wildsight Kim-Cran Branch Bylaws

Presented at the AGM, April 29, 2020

Proposed Amendment to Bylaws Section 5 Directors:

New “5.2 A person 16 years of age and older may be a member of the Board of Directors, provided they meet the requirements of Section 44 (3) of the Societies Act.”

Old 5.2 becomes 5.3, etc.

Existing Language:

5. DIRECTORS

5.1 The Society must have no fewer than 3 and no more than 11 directors.

5.2 Directors shall be elected at each Annual General Meeting of the Society. The Directors will appoint from amongst themselves a Chairperson, Secretary and Treasurer, and such other positions of Directors at large as the members of the Society determine, whose duties shall be as set out in bylaws 5.9 to 5.10 herein.

5.3 The Directors may in their discretion from time to time appoint an alternate director if an elected or appointed director is unable to perform all or a part of his duties

5.4 A Directors' meeting may be called by the president or any two other directors. The Directors shall meet where and when as they determine. One day's notice of any meeting of the Directors shall be given to all Directors by the Chairperson, Secretary or Branch Manager through oral, written or electronic means. The Directors are empowered to waive this requirement by majority vote.

5.5 A quorum at any meeting of the Directors shall be a majority of Directors present in person, by teleconference or other electronic means.

5.6 The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the Directors does not invalidate proceedings at any duly called meeting of the Directors.

5.7 Directors shall not receive remuneration for acting as such, but may receive such reasonable compensation for out-of-pocket expenses incurred on behalf of the Society as the Directors shall approve.

5.8 The Chairperson shall preside at all meetings of the Society and Directors. In conjunction with the Directors, the Chairperson shall have primary responsibility for implementing the resolutions of the members and Directors.

5.9 In the absence of the Chair from a meeting, the Board must appoint another individual to act as Chair at the meeting.

Information From the Societies Act:

Persons qualified to be directors

44 (1) A person is qualified to be a director of a society only if the person is an individual who is at least 18 years of age.

(2) Despite subsection (1), an individual who is 16 or 17 years of age is qualified to be a director of a society if provided for in the regulations.

(3) Despite subsections (1) and (2), an individual is not qualified to be a director of a society if the individual is

(a) found by any court, in Canada or elsewhere, to be incapable of managing the individual's own affairs,

(b) an undischarged bankrupt, or

(c) convicted in or out of British Columbia of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud, unless

(i) the court orders otherwise,

(ii) 5 years have elapsed since the last to occur of

(A) the expiration of the period set for suspension of the passing of sentence without a sentence having been passed,

(B) the imposition of a fine,

(C) the conclusion of the term of any imprisonment, and

(D) the conclusion of the term of any probation imposed, or

(iii) a pardon was granted or issued, or a record suspension was ordered, under the [Criminal Records Act](#) (Canada) and the pardon or record suspension, as the case may be, has not been revoked or ceased to have effect.

Additional qualifications of directors

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Without limiting section 44, the bylaws of a society may set out requirements that an individual must meet in order to be qualified to be a director.

Proposed Amendment to Bylaws Section 3:

3.2 (proposed change to last sentence only):

3.2 Notice in writing of the Annual General and special general meeting specifying the place, the day, and the time of such meeting, and in the case of a special meeting, the nature of the business to be transacted, shall be given to every member in good standing not fewer than fourteen (14) days prior to the date of the meeting. Such notice may be given by electronic communication or by circulation in the newsletter to all members. *The Annual General meeting shall be held no later than December 31st following our fiscal year end.*

Existing language:

3.2 Notice in writing of the Annual General and special general meeting specifying the place, the day, and the time of such meeting, and in the case of a special meeting, the nature of the business to be transacted, shall be given to every member in good standing not fewer than fourteen (14) days prior to the date of the meeting. Such notice may be given by electronic communication or by circulation in the newsletter to all members. The Annual General Meeting shall be held no later than 30th April of each year.