

REACH Centre Association (“REACH”)

Proposed bylaw changes, 2018 AGM

Summary

REACH transitioned its bylaws and constitution to the Societies Act as required in 2017, and made small, urgent, bylaw modifications at the 2017 AGM. At that time, the board committed to performing a full review of the bylaws not only to make more thorough updates to reflect the new Societies Act, but also to review for inconsistencies and other major issues. The board has performed that work. This document summarises the proposed changes and their rationale.

Many of the proposed changes are clerical – the bylaws have been amended a number of times over REACH’s many decades, which has led to minor inconsistencies, duplication, and redundancies. The board took the position that this full review was a good time to clean up these small issues, along with any other larger issues. The discussions below highlight only the substantive changes, and not the clerical ones.

The motion proposed by the board is to replace the by-laws in whole, rather than to make individual motions to make the many small changes proposed here. A marked-up copy of the old by-laws is enclosed with this notice so that members can understand the changes proposed.

Membership

Changes made to this section are meant to improve clarity and not to make major changes to membership in REACH. The change to paragraph 2.1, in particular, was to clarify unnecessarily legalistic language – this has been revised to include two defined classes of member, who are detailed in the sections below it. The actual people included in these classes are not changed.

The requirement to pay member dues was moved to paragraph 2.3 (which only addresses Full Members) since Honourary Members do not pay member dues so it was unreasonable to require they do so in order to be in good standing. In addition, “Grandview-Woodlands” was stricken from the description of the geographic area since it is inherently included in East Vancouver, and REACH’s catchment area covers a much larger area.

Paragraph 2.9 (formerly paragraph 2.8) was clarified so a member who has lapsed due only to non-payment of fees does not have to make a special request to the board to be reinstated.

General Meetings

Paragraph 3.1 was revised to require that general meetings be held in Vancouver; the previous wording would have allowed the board to hold general meetings far away from the city which would not be appropriate.

Paragraph 3.4 was revised to clarify the precise number of members required to call a special general meeting. The Societies Act requires 10%. We can reduce this percentage, but not increase it. The board has recommended leaving it at 10%.

Paragraphs 3.5 and 3.6 were revised to clarify that notification of general meetings must be in writing and must include the text of any special resolution to be submitted to the meeting, which are requirements of the Societies Act. The second deleted sentence in paragraph 3.5 is already addressed in paragraph 3.18 and this is not a substantive change.

Paragraph 3.11 was revised to ensure that any member in good standing at the time of the vote is eligible to cast a vote at a general meeting. This change was made to permit latecomers to a meeting to cast votes and to prevent arbitrary cut-off times from keeping members out.

Paragraph 3.12 was added (replacing former 3.11(b)) to allow different forms of voting and to allow a secret ballot when deemed appropriate by the meeting. This wording is borrowed from the BC government's sample bylaws and is more inclusive than the previous wording, since it doesn't require the physical ability to raise hands, for example.

Paragraph 3.14 revises quorum for general meetings, which was unnecessarily complicated before. Previously, if membership was less than 100, quorum was 10 members. The board has proposed quorum simply being 10% of the membership in those circumstances.

Paragraph 3.15 has been revised to put general meetings convened by members on the same footing as general meetings convened by the board. Previously, a meeting convened by members that failed to reach quorum would simply be terminated for good, but one convened by the board would be held a week later and be deemed to have quorum, which the current board believes puts too much power in the hands of board members.

Paragraphs 3.16 and 3.17 have been added, replacing former paragraph 3.14. This wording is borrowed from the sample bylaws, and the only major change from the previous wording is that it allows the board to appoint any individual to chair the meeting should there be any need to appoint someone other than the board president.

The board has proposed removing the first sentence in paragraph 3.19 (formerly paragraph 3.18), since good governance requires resolutions be seconded and the chair not to be able to dominate meetings by putting forward resolutions without the support of the members present.

Election of Directors

Most of the changes in this part were to rearrange the paragraphs to clarify what text referred to Voting Directors vs. Non-Voting Directors, or to both. Some rewording was done to make the two parallel where possible. The only substantive changes were to add 6.5(b) to clarify a secret ballot was not required when there was a non-contested director election, and to add 6.9(a) to clarify that the end of a director's term is another way they may cease to hold office.

Officers

The only substantive change in this section was to require officers who wish to resign to submit their resignation to the board rather than the Executive Director, since the Executive Director reports to the board and not vice-versa.

Board Meetings

An addition was made to paragraph 8.1 to allow changes to the board meeting schedule without requiring approval of 100% of the directors (a majority is still required).

Parliamentary Authority

Paragraph 13.1 was revised to prevent the chair from suspending formal rules of order without the consent of the members attending the meeting.

Previously Unalterable Clauses

Paragraph 16.1 was revised to narrow the types of organisations that would receive any assets in the unlikely event that REACH were to be wound up. The board reaffirms its commitment to the relief of poverty by making such an organisation the only type specified in this paragraph.