**PROPOSED CHANGES TO BY-LAWS ARISING FROM BC *SOCIETIES ACT***

The Board is proposing changes to the Bylaws for the Vancouver Island Coaches Association to bring the Bylaws in line with the new *Societies Act*.

The following changes are intended to revise the current version of the Bylaws (revised January 2104):

1. *BYLAWS*

* Replace “The following are the bylaws that provide for the matters referred to in section 6(1) of the Society Act and any other bylaws.” with “The following are the bylaws that provide for the matters referred to in the BC *Societies Act*.”

1. *A INTERPRETATION*

* Section 1.1.3 – remove “*Leadership Team or*”
* Section 1.1.10 - replace “Society Act” with “*Societies Act*.”
* Section 1.2 - replace “Society Act” with “*Societies Act*.”

1. *B MEMBERSHIP*

* Add s. 5.1:

“The Board of Directors may by Directors’ resolution restrict access to Directors’ meeting records and financial records by members.”

1. *C LEADERSHIP TEAM*

* Replace “Leadership Team” with “Board of Directors”
* Renumber section 2 to:

“2. Qualifications

2.1. All Directors must be members in good standing for at least 30 days before their election or appointment.

2.2. A Director must meet the qualifications as set out in section 44 of BC *Societies Act* as amended from time to time.

2.3. An individual must consent in writing to be a Director or must not refuse their election or appointment when present at a meeting for that purpose.

2.4. Prior to assuming the position as a Director, the Director will sign a form confirming they are not in a position of conflict of interest in relation to VI Coaches as set out in section 56 of BC *Societies Act* as amended from time to time. Persons serving consecutive terms on the Board of Directors must sign this form annually.”

* Sections 3.1, 3.3, 3.4, 3.5, 3.7, 3.8, 4.2, 4.3, 4.4, 4.6, 4.7.2, 4.8, 4.9.2, 5.1, 5.2, 5.2.1, 5.2.3, 5.2.3.1, 5.3, 5.3.1, 6.1.1, 6.5.1, 6.5.5, 6.5.8 - replace “Leadership Team” with “Directors”
* Section 3.1.1 - replace “BC Society Act” with “BC *Societies Act*”
* Section 4 – replace “Leadership Team Meetings” with “Board Meetings”
* Section 6 – replace “Leadership Team & Their Responsibilities Executive” with “Executive & Their Responsibilities”
* Section 6.1 - replace “team member” with “Team Member”. Replace “S/he aligns” with “They align”
* Section 6.1.2 – replace “the organization” with “VI Coaches”
* Section 6.1.4 – replace with “Approves the formation of committees to assist with VI Coaches business.”
* Section 6.1.7 – add “at the President’s discretion.”
* Section 6.2 - replace “President Elect-Vice-President” with “Vice-President”. Replace “the Vice-President will become President in the next term” with “the Vice-President will become President following the President’s elected term.”
* Section 6.2.3 – replace “Approves expenditures” with “Approves expenditures in accordance with VI Coaches policies and procedures.”
* Section 6.2.5 – REMOVE
* Section 6.2.6 – replace “leadership” with “the initiative”. Replace “program” with “program/project”
* Section 6.5.6 - REMOVE
* Section 6.5.9 - replace “Societies Registrar” with “BC Corporate Registry”

1. *D ELECTION PROCEDURES*

* Sections D1, 2.2, 2.3, 3.3, 5.1, 5.1.1, 5.2- replace “Leadership Team” with “Directors”
* Section 2.1 – replace “The term of office is one year.” with “The term of office is two years. Current Team Members who have completed one year are eligible to serve an additional one year.”
* Section 2.2 – replace “for more than two consecutive terms” with “for more than four consecutive years”
* Section 3.2.2 - replace “goods or services to the VI Coaches” with “goods or services from VI Coaches”
* Add section 3.4 – “A member of the Executive may nominate a non-member of good standing to the Board of Directors for a one-year term when there is a special skill set that is required (e.g. financial).”
* Section 8.1.3 - REMOVE

1. *E MEETINGS*

* Sections 2, 4.2.2, 4.4, 5.2.2, 5.2.3, 5.2.4, 6.1, 6.1.1, 6.2.1.3., 6.2.1.4., 7, 7.1, 8.1.1, - replace “Leadership Team” with “Directors”
* Section 6.1 – replace “S/he aligns” with “They align”

**Special General Meetings (SGM)**

* Section 6.3 - REMOVE
* Add section 6.4:

“Special resolution requires passage by two-thirds of voting members present at the meeting.”

**Meetings of the Leadership Team**

* Section 7 - REMOVE

**Regular program meetings**

* Section 8 - REMOVE

1. *F FINANCIAL*

* Sections 1.1, 1.3, 2.3, 4.2.3 - replace “Leadership Team” with “Directors”
* Section 1.3 – replace “at the AGM/SGM” with “at the next AGM/SGM”
* Replace section 2.3 with the following: “A Director may be reimbursed for reasonable expenses necessarily incurred by the Director in performing their duties as a Director. Such expenses shall be reimbursed in accordance with the current approved copy of VI Coaches Financial Policies and Procedures.”
* Current sections 2.3, 2.4 and 2.5 are renumbered sections 2.4, 2.5 and 2.6 respectively

1. *H DISSOLUTION*

* Section 1 – replace “Leadership Team” with “Directors”

1. Number all pages in Bylaws.

Board of Directors

Vancouver Island Coaches Association

October 2017