

**Proposed Changes to VFTS By-laws
Presented to the AGM for approval October 26, 2021**

Clause	Previous Wording	New Wording	Explanation
1.1 Definitions	Board Resolution” means a resolution passed by a simple majority of the votes cast in respect of the resolution by the Directors entitled to vote on such matter;	Board Resolution” means a resolution passed by a simple majority of the votes cast in respect of the resolution by the Directors entitled to vote;	Simplify to eliminate “on such matter”
2.1 Delegation to Membership Coordinator	The Board may delegate the review and acceptance of applications for membership to a Membership Coordinator. The Membership Coordinator may be a member of staff, including the Executive Director, a Board member, or a committee formed for the purpose.	The Board will delegate the review and acceptance of applications for membership to a Membership Coordinator. The Membership Coordinator may be a member of staff, including the Executive Director, a Board member, a volunteer, or a committee formed for the purpose.	Change “may” to “will”. Add “volunteer” as an option for the Membership Coordinator.
3.2 Ordinary business at general meeting	<p>3.2 At a general meeting, the following business is ordinary business</p> <p>(a) adoption of rules of order;</p> <p>(b) consideration of any financial statements of the Society presented to the meeting;</p> <p>(c) consideration of the reports, if any, of the Directors or auditor;</p>	<p>3.2 At a general meeting, the following business is ordinary business:</p> <p>(a) adoption of rules of order</p> <p>(b) Presentation of the audited financial statements of the Society;</p> <p>(c) Presentation of reports to the meeting, if any, of the Directors or auditor;</p>	<p>(b) Change “consideration “ to “presentation of” for clarity and simple English.</p> <p>(c) Change “consideration” to Presentation</p>

	<p>(d) election or appointment of Directors; (e) appointment of an auditor, if any; (f) business arising out of a report of the Directors not requiring the passing of a Special Resolution.</p>	<p>(d) election or appointment of Directors; (e) appointment of an auditor, if any; (f) business arising out of a report of the Directors or auditor, not requiring the passing of a Special Resolution.</p>	<p>(f) Add auditor reports to potential business arising</p>
3.5 Alternate Chair of a General Meeting	<p>If there is no individual entitled under these Bylaws who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting Members who are present must elect an individual present at the meeting to preside as the chair.</p>	<p>If there is no Officer of the Society who is able to preside as the chair of a general meeting within 15 minutes from the time set for holding the meeting, the voting Members who are present must elect an individual present at the meeting to preside as the chair.</p>	<p>Simplification of language</p>
3.16 Voting by Chair	<p>If the Person presiding as chairperson of a General Meeting is a Member, then he or she may, in his or her sole discretion, cast a vote on any motion or resolution under consideration at the same time as voting occurs by all Members. A chairperson who is not a Member has no vote. The chairperson of a General Meeting does not have a second or a casting vote in the event of a tie and a motion or resolution that is tied is defeated.</p>	<p>If the Person presiding as chairperson of a General Meeting is a Member, then that Person may, in their sole discretion, cast a vote on any motion or resolution under consideration at the same time as voting occurs by all Members. A chairperson who is not a Member has no vote. The chairperson of a General Meeting does not have a second or a casting vote in the event of a tie and a motion or resolution that is tied is defeated.</p>	<p>Replace his or her by their</p>
3.17 Proposals by Members	<p>Members can make proposals for consideration at a general meeting. a) Proposals must be expressed in 200 words or less.</p>	<p>Members can make proposals for consideration at a general meeting if the proposal is: a) Written in 200 words or less.</p>	<p>Language clarified and proposal time changed to be more inclusive by allowing proposals to be</p>

	<p>b) Proposals require the supporting signatures of a minimum of 20 voting Members.</p> <p>c) Proposals must be received by the Executive Director of the Society at least 7 days before the notice of meeting is sent to Members.</p> <p>d) A proposal can only be considered if it hasn't been considered in either of the previous 2 calendar years before the current meeting.</p>	<p>b) Supported by the signatures of a minimum of 20 voting Members.</p> <p>c) Received by the Executive Director of the Society at least 7 days before the meeting date, and</p> <p>d) Not considered in either of the previous 2 calendar years before the current meeting.</p>	<p>received up to 7 days before the meeting date.</p>
<p>4.5 Terms of appointment of directors</p>	<p>a) The Directors are elected for specific terms, which are set by the Board of Directors.</p> <p>b) An individual Director can serve no more than 8 consecutive years.</p> <p>c) A Director appointed outside of the annual general meeting holds office only until the conclusion of the next annual general meeting of the society, but is eligible for re-election at that meeting.</p>	<p>a) The Directors are elected for specific terms, which are set by the Board of Directors.</p> <p>b) Directors' terms end at the conclusion of the AGM in the year that their term expires.</p> <p>c) An individual Director can serve no more than 8 consecutive years, unless the Board determines that it is in the best interest of the Society to approve by board resolution a one-time extension of no more than 2 years.</p> <p>d) A Director appointed outside of the annual general meeting holds office only until the conclusion of the next annual general meeting of the society, but is eligible for re-</p>	<p>b) This clarifies when terms end.</p> <p>c) This allows extension of board time for a director if required or desired, but only on a single term basis to avoid legacy directors developing.</p>

	<p>That election will start the Director's first term.</p>	<p>election at that meeting. That election will start the Director's first term.</p> <p>e) Directors may request, and may be granted at the discretion of the board, a leave of absence, not to exceed one year</p>	<p>e)This clarifies that leaves of absence are allowed.</p>
<p>4.6 4.7 a,b,c,d,e, 5.7 b, d</p>	<p>4.6 A Director may be removed before the expiration of his or her term of office by either of the following methods: etc.</p> <p>4.7 A Person will immediately and automatically cease to be a Director:</p> <p>a. upon the date which is the later of:</p> <p>i.the date of delivering his or her resignation in writing to the Chair or to the Address of the Society; and</p> <p>ii.the effective date of the resignation stated therein; or</p> <p>b.upon the expiry of his or her term, unless re-elected; or</p> <p>c.upon the date such Person is no longer qualified pursuant to the Act</p> <p>d.upon his or her removal; or</p> <p>e.upon his or her death.</p>	<p>4.6 A Director may be removed before the expiration of their term of office by either of the following methods: etc.</p> <p>4.7 A Person will immediately and automatically cease to be a Director:</p> <p>a. upon the date which is the later of:</p> <p>i.the date of delivering their resignation in writing to the Chair or to the Address of the Society; and</p> <p>ii.the effective date of the resignation stated therein; or</p> <p>b.upon the expiry of their term, unless re-elected; or</p> <p>c.upon the date such Person is no longer qualified pursuant to the Act</p> <p>d.upon their removal; or</p> <p>e.upon their death.</p>	<p>Replace his or her by their or themselves</p>

	<p>5.7 b. will disclose fully and promptly the nature and extent of his or her interest in the contract, transaction or matter;</p> <p>d. will absent him or herself from the meeting or portion thereof:</p>	<p>5.7 b. will disclose fully and promptly the nature and extent of their interest in the contract, transaction or matter;</p> <p>d. will absent themselves from the meeting or portion thereof:</p>	
6.5 Role of Secretary	<p>The secretary is responsible for doing, or making the necessary arrangements for, the following:</p> <p>a. issuing notices of general meetings and Directors’ meetings;</p> <p>b. taking minutes of general meetings and Directors’ meetings;</p> <p>c. keeping the records of the Society in accordance with the Act;</p> <p>d. conducting the correspondence of the Board;</p> <p>e. the maintenance of the register of Members; and</p> <p>f. filing the annual report of the Society and making any other filings with the registrar under the Act.</p>	<p>The secretary is responsible for doing, or making the necessary arrangements for, the following:</p> <p>a. issuing notices of general meetings and Directors’ meetings;</p> <p>b. taking minutes of general meetings and Directors’ meetings;</p> <p>c. keeping the records of the Society in accordance with the Act;</p> <p>d. conducting the correspondence of the Board;</p> <p>e. maintaining the register of Members; and</p> <p>f. filing the annual report of the Society and making any other filings with the registrar under the Act.</p>	<p>e) is changed to “maintaining” to align the structure with the other points</p>
8.2 Signing authority	<p>The Board will, from time to time by Board Resolution, appoint signing officers who shall be authorized to sign cheques and all banking documents on behalf of the Society.</p>	<p>The Board will, from time to time by Board Resolution, appoint signing officers who shall be authorized to sign on behalf of the Society.</p>	<p>Allows for signing of other documents such as leases and contracts. The IAC will create a Statement of Authorities that outlines the spending limits at each level of the organization.</p>