



**To:** BCAAFC Membership  
**From:** Constitution and Bylaws Review Committee  
**Date:** September 22-23, 2017  
**Subject:** Update and Recommendations

---

## Background

The Constitution and Bylaws Review Committee was mandated at the 2016 AGM to review the BCAAFC Bylaws and present new updated bylaws for consideration. On August 23, 2017, the Proposed BCAAFC Replacement Bylaws were circulated to the Membership for review. The Membership is scheduled to vote to approve or reject the draft bylaws at the AGM, September 22, 2017.

## Proposed Special Resolution

The Committee unanimously recommends the acceptance of the following Special Resolution related to changing the bylaws:

### Replacement of Bylaws

RESOLVED as a special resolution that the current Bylaws of the Society be deleted in their entirety and that the form of Bylaws attached hereto as Schedule A be adopted as the Bylaws of the Society in substitution for, and to the exclusion of, the existing Bylaws of the Society, with effect upon the electronic filing of a Transition Application with the BC Registrar of Companies.  
*Please see attached Schedule A for the proposed replacement bylaws.*

To pass, a Special Resolution requires at least 2/3 of the votes cast by members to be in favour of the resolution. As BCAAFC has 30 members, the Special Resolution requires 20 votes in favour to pass.

## Proposed Ordinary Resolution

This ordinary resolution is only presented if the Special Resolution passes. It authorizes the Directors to complete all administrative tasks to file BCAAFC's transition application under the new *Societies Act*.

### Filing of Transition Application for Society

RESOLVED as an ordinary resolution that the directors of the Society be authorized and directed to sign all documents and take all actions that are necessary or desirable in carrying out the transition of the Society under the *Societies Act* and the replacement of the Bylaws.

Ordinary resolutions only require a majority of votes cast by members to be in favour to pass. As BCAAFC has 30 members, the Ordinary Resolution requires 16 votes in favour to pass.

## Recommendation

The current mandate of the Committee will be met should the Proposed BCAAFC Replacement Bylaws be approved. For this reason the Committee is seeking an update to their mandate. The Constitution was not eligible for changes during this first transition process of the new *Societies Act*, however once new bylaws are filed, the Constitution can be altered. The Committee recommends focusing their mandate on a Constitutional review, which will include consideration of a name change.