



## Summary of By-law Revisions for December 19, 2022 SGM

### Overview

As discussed at the 2022 CEEA-ACÉG Annual General Meeting (AGM), we have undertaken a process to update our By-laws to align with changes in the Canadian Not-for-Profit Act (the Act) introduced in 2018. Prior to the 2022 AGM, the CEEA-ACÉG Board commissioned a detailed review of our by-laws. At the AGM, three critical changes were ratified by members and it was also announced that further changes would be coming in the Fall of 2022. This document provides a summary of these remaining changes to be ratified by the membership at a Special General Meeting (SGM) on December 19, 13:00 EST via Zoom. All CEEA-ACÉG members are encouraged to review this document and the proposed By-laws prior to the SGM.

### Summary of Changes

The changes to the by-laws include changes in both presentation and substance. The By-laws have been reformatted from one continuous list into eleven sections as follows:

1. General
2. Membership
3. Meetings of Members
4. Board of Directors
5. Meetings of Directors
6. Indemnification
7. Officers
8. Committees
9. Administration and Financial Matters
10. Notices
11. Effective Date

In some cases, clauses within our By-laws have been moved to a different location to align with the above sections. In addition, a table of contents and a section with definitions of terms (Section 1.1) has been added.

The more substantial changes to the By-laws relate to additions, revisions, or expansion of clauses. Figure 1 shows an overview of the three-column format used to present the By-law changes.

Our proposed revised By-laws with changes to text highlighted in red

Explanations and reasoning for changes (numbering and standardization of terms are not included as comments).

Wording from our current By-laws

Current By-law	Proposed By-law (changes in red)	Explanatory Comments for Revisions
<b>Corporate Seal</b> 1.The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Association.	<b>1.2 Corporate Seal</b> The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the Association.	
<b>Head Office</b> 2.The head office of the Association shall be situated in Winnipeg, Manitoba.	<b>1.3 Head Office</b> The head office of the Association shall be situated in Winnipeg, Manitoba.	
<i>Note: Sections 47 and 48 are reproduced here for reference:</i> 47. In these by-laws and in all other by-laws of the Association hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.  48. In these by-laws and in all other by-laws of the Association, email shall be considered to be written communication.	<b>1.4 Interpretation</b> In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and “person” includes an individual, body corporate, partnership, trust and unincorporated organization.  Other than as specified in 1.1 above, words and expressions defined in the Act have the same meanings when used in the by-law.  In these by-laws and in all other by-laws of the Association, email shall be considered to be written communication.	Move sections 47 and 48 up to “Section 1 - General”.  Reword section 47 for clarity.

**Figure 1: The three-column format of the By-law revision document**

## Summary of Substantial Changes to Clauses

Below is a summary of the sections of the proposed By-laws that the CEEA-ACÉG Governance Committee views as involving substantial changes. Members are strongly encouraged to review the full proposed By-laws document to ensure they are familiar with all changes—the summary that follows is only intended to provide an overview to make navigating the full document easier. In each case, the section number and the primary type of amendment (revision, expansion, or addition) is indicated.

### 2.1 Conditions of membership (revision)

- When first drafted, our By-laws used the term “classifications” to define our membership groups of Professional Member, Honorary Member, Affiliate Member, and Student Member. This has unintended legal implications in that each membership class is entitled to vote on various matters as a group separately from other membership classes (provided the class has the right to vote). The practical implications are that if any class elects to vote separately, a motion can only pass if each separate voting class votes in favour. The intent in our original By-laws was that each person’s vote carried equal weight and there was no separation of voting groups.

- To resolve this issue, we are proposing to consolidate all of our current classes eligible to vote into a single new “Voting Member” class. Professional Member, Honorary Member, and Affiliate Member will be retained as *membership types* as part of the Voting Member class. Apart from the change to ensure all of these groups vote together, there will be no impact on any other rights or conditions of membership for any of the groups.
- The Student Member class we have now will become a member type in a new “Non-Voting Member” class. There will be no impact on any of the rights or conditions of membership for the Student Member group.

### **2.3 Termination of membership (expansion)**

- We are proposing to expand the clause describing the conditions under which a membership can be terminated. (Our current By-laws allow for membership to be terminated only if a member resigns in writing.)

### **2.4 Discipline of members (expansion)**

- In accordance with the Act, we are proposing to expand the circumstances which could lead to member discipline and to more clearly outline the discipline process. (The current By-laws allow only described the process of forced resignation through a 3/4 vote of members at an AGM.)

### **3.2 Persons entitled to be present at meetings (addition)**

- This addition clarifies who is able to attend our meetings (AGM and SGMs). The Board believes Student Members, even though they are not allowed to vote at a meeting, should still be allowed to attend and participate in meetings.

### **3.3 Chair of meetings (addition)**

- These additions clarify who the chair of meetings of members is, and they outline a process for what happens if the normal chair is absent.

### **3.4 Quorum (revision)**

- Our current quorum for meetings of members is 40%, which is exceptionally high for an association like CEEA-ACÉG. Similar associations we surveyed have quorum between about 2% and 9% (most use 5%). We are suggesting our quorum should be 10%.
- Other By-law changes (especially Section 4.5) require we are able to consistently achieve quorum at every meeting. Our quorum also has to account for year-to-year fluctuations; if travel to the conference is significantly disrupted one year or if we have a sudden influx of new members who are less likely to participate in the AGM, we cannot risk falling short of quorum.
- Quorum includes all members joining a meeting in person, by video, and by phone. (Note that the Board is responsible for determining which methods for joining are available for given meeting.)

### **3.7 Voting (revision)**

- These changes modernize our voting to remove proxy votes. Proxy voting requires a member to physically sign over their vote to another member who will attend a meeting on their behalf. This is cumbersome and it depends on members knowing others well enough

to handle their vote. It also requires a separate vote count, and it is not compatible with our online voting system.

- Instead we propose to use our current online voting system through the membership portal at <https://ceea.ca> (as was done with the 2022 AGM), but to permit the Board to also allow other voting methods if appropriate under the conditions that (a) each vote can be verified, and (b) each vote remains confidential to the membership.
- This change will allow for absentee voting (where a member casts their vote through an approved means but without attending the meeting). Note that absentee votes are not counted towards quorum (Section 3.4).
- This change should make voting simpler and more flexible for members, while at the same time enhancing vote security.

### **3.9 Votes to govern (expansion)**

- This expansion outlines what happens when there is tie in a vote.

### **4.1 Size and composition of the Board (revision)**

- Capture in the By-laws the change approved at the 2022 AGM to fix the number of Directors on the Board to 11; the amended text makes it clear that the Board must go back to members to get approval before changing the number of Directors from 11.
- We are also including an important clause from our Articles (i.e., our founding legal documents) that gives the Board the power to appoint additional Directors. Based on our By-laws and Articles, Student Members have the ability to *identify* a representative to serve on the Board, but they do not have the power to *elect* this representative to the position of Student Director on the Board. This clause allows the Board to formally appoint the selected student to the position of Student Director on behalf of Student Members.
- In this section we also correct an issue from the previous By-laws that referred to Regional Directors as “Officers” (they are not), and we reword By-laws avoid potential confusion that the Regional Directors represent interests of specific regions (by law they must represent all members of the Association) or that they were elected only by members in their region (they are not).

### **4.2 Qualifications to be a Director (addition)**

- This addition clarifies the qualifications required to be a Director, consistent with the Act.

### **4.3 Student Director (expansion)**

- This expansion clarifies that the Student Director must meet qualifications to be a Director, and it explains the process of how the Student Director joins the Board.

### **4.4 Consent to serve as a Director (addition)**

- This section has been added as a requirement of the Act.

### **4.5 Election and term of Directors (revision)**

- Here we correct an issue where previously the Board approved the final slate of electors. By the Act, it is the members who have the right to approve the slate of electors. There

will be a motion at each future AGM for members to formally confirm the newly elected Directors.

- We are recommending to adjust the terms of Directors to three years (from two years) to reduce annual turnover on the Board.
- To ensure we do have new people joining the Board, we are recommending a limit of two consecutive terms for a Director (i.e., six consecutive years on the Board). After this, a Director would need to sit out for at least one year before they would be eligible to be elected to rejoin the Board.

#### **4.6 Removal and resignation of Directors (expansion)**

- This expansion rewords and clarifies the process of how members can remove Directors from the Board.

#### **4.7 Vacancies on the Board (expansion)**

- The amended text clarifies the process by which the Directors can fill vacancies on the Board.

#### **4.11 Conflict of Interest (addition)**

- This section has been added as a best practice for the expectations of Directors regarding conflicts of interest.

#### **5.3 Votes to Govern (expansion)**

- This change expands and clarifies how votes on the Board are handled.

#### **5.4 Meeting Following Annual Meeting (addition)**

- This new section describes the first meeting of the new Board following the AGM. This is a necessary change to work with the revised Sections 7.1 and 7.2, but also since this is when the Board that appoints the student representative as Student Director (see Section 4.1).

#### **6.1 Indemnities to Directors and Others (expansion)**

- This section expands and clarifies expectations and conditions regarding indemnity (protection) for those serving the Association.

#### **7.1 Appointment of Offices (revision)**

- This revision clarifies that the Officers (President, Vice President, Treasurer, and Secretary) are appointed by the Board, from the Board (as per approved motions at 2022 AGM).
- This change also sets all Officer positions to 1-year terms. In the current By-laws, the Secretary-Treasurer is a 3-year term, which creates a potential legal incompatibility where a term as Officer continues after a term as Director has ended. For as long as they are a Director, the same person can still be appointed to the Office of Secretary and/or Treasurer year-after-year.

## **7.2 Description of Offices (revision)**

- This revision splits our current Secretary-Treasurer role into two separate roles: Secretary (oversight of documents and records) and Treasurer (oversight of finances). This gives more flexibility in selecting Officers since each role requires a different skill set; if the Board so chooses, they can still appoint one person to both the offices of Secretary and Treasurer.
- We wish to continue our practice of a three-year cycle where a Vice President is appointed for one year, then becomes President for one year, and finally becomes Past President for one year. We cannot capture that progression in our By-laws as there are circumstances where the Board would not have the power to follow this. (For example, if the Vice President's term as Director ended, it would be against the Act for the Board extend their term as Director in order to appoint them as President.) Instead we propose to capture this process in a policy document. Through Section 7.1, the By-laws give the Board the power to carry out the policy.
- The Past President is an advisor to the Board, and in particular to the President and Vice President; however, the Past President is not an Officer of the Board. The Past President can be a Director, or if their term as Director has ended and they do not wish to stand for re-election, they are unsuccessful in re-election, or if they have already reached the maximum number of consecutive terms as a Director, they can still serve as Past President as an ex-officio (non-voting) Board member.

## **9.3 Banking Arrangements (addition)**

- This section is added for clarity and completeness, and as a best practice.

## **10.1 Method of Giving Notices (expansion)**

- This expansion clarifies what constitutes giving notice in relation to the Act and how this is to be done.

## **10.2 Invalidity of any Provision of By-law (addition)**

- This section has been added for clarity and completeness, and as a best practice.

## **10.3 Omissions and Errors (addition)**

- This section has been added for clarity and completeness, and as a best practice.

## **11.1 Effective Date (expansion)**

- This expansion clarifies how amendments to By-laws occur.

## **11.2 Effect of Repeal of By-laws (addition)**

- This section has been added for clarity and completeness, and as a best practice.