

Special Resolution: Proposed bylaw change 7th Division 2023-11-18

Rationale for proposed changes:

S. 35(2)(b) of the Societies Act requires that financial statements prepared for the period **"ending not more than 6 months before the annual general meeting"** be provided to the AGM. The fiscal year end of the 7th Div. has been changed to Dec. 31. The directors intend to change the AGM to a date within 6 months after Dec. 31. The proposed amendments are required in order to comply with the Act. These amendments, if passed, will result in a onetime reduction in the terms of the directors.

Current bylaws 4.2, 4.3

- 4.2 (1) The president, vice president, secretary, treasurer and one or more other persons elected by the membership or appointed by the elected directors, are directors of the society.
- (2) The number of directors must be 5 or a greater number determined from time to time at a general meeting.
- (3) Each director shall be elected for a two (2) year term. The president and the vice president shall be elected in odd numbered years. The other directors shall be elected in even numbered years.
- 4.3 (1) The directors of the Society may be elected either at the annual general meeting of the Society or by regular mail and/or by electronic means, as the directors shall determine.
- (2) In the event a mail and/or electronic means ballot is used, ballots shall be mailed to every member by regular mail, and/or by electronic means not less than sixty (60) days prior to the date set for the Annual General Meeting.
- (3) In order to be valid, the ballots must be received by the returning officer designated in the ballot, not less than fifteen (15) days before the date set for the Annual General Meeting.
- (4) The directors shall retire the first day of the month following the Annual General Meeting at the end of their elected term, at which time, their elected successors shall assume office.
- (5) Separate elections must be held for each office to be filled.
- (6) An election may be by acclamation; otherwise it must be by ballot.
- (7) If a successor is not elected, the person previously elected or appointed continues to hold office.

Proposed bylaw amending current bylaw 4.2(3) and adding new bylaws 4.2(4) and 4.2(5)

4.2 (3) Subject to bylaws 4.2(4) and 4.2 (5) below, each director shall be elected for a two (2) year term. The president and the vice president shall be elected in odd numbered years. The other directors shall be elected in even numbered years.

4.2 (4) In the calendar year 2023 only, the president and the vice president shall be elected for a term commencing on the first day of the month following the 2023 Annual General Meeting and continuing until the first day of the month following the 2025 Annual General Meeting.

4.2 (5) In the calendar year 2024 only, the term of the other directors elected in 2022 shall continue until the first day of the month following the 2024 Annual General Meeting.

Respectfully submitted by:

President Victor Gilbert _____

Approved by the members attending the 2023 Annual General meeting.