



Proposed BCGREA Bylaw Amendments *(updated Oct 2, 2026)*

Purpose: This document presents proposed bylaw amendments for the two priority sections to be voted on at the April 2027 AGM. It is intended as a working reference for committee members and a communication tool for branches. Changes require a **75% approval vote** with a minimum of **50 votes** to pass.

Section 1 — Definitions: Directors & Voting Members	2
1.1 Directors	2
1.2 Officers → Directors (Bridging Definition)	3
1.3 Voting Members (New Definition)	3
1.4 Branch Officers — Updated Language	4
1.5 Use of "Executive"	5
Section 2 — Meeting Notice & Resolution Timelines	5
2.1 General Meeting Structure	5
2.2 Stage 1 — Preliminary Notice & Call for Resolutions	6
2.3 Stage 2 — Official Notice of General Meeting	8
2.4 Resolution Submission Requirements	9
2.5 Resolutions Committee — Scope of Authority	10
Visual Summary — Revised Notice & Resolution Timeline	11

Section 1 — Definitions: Directors & Voting Members

1.1 Directors

Current Bylaw Language	Proposed Language	Rationale
The officers of the Association shall consist of the President, Vice Presidents, Secretary, Treasurer, Membership Secretary, Immediate Past President, and branch chairs. (Amended October 15, 2025)	“Directors” means the elected and appointed officers of the Association, comprising the President, First Vice President, Second Vice President, Secretary, Treasurer, and Membership Secretary, and for the period of time specified in the Bylaws, the Immediate Past-President. Any reference to “Officers” or “Table Officers” in these Bylaws shall be interpreted to mean “Directors” as defined herein. Branch Executive Members may be separately elected or appointed as a Director in accordance with these Bylaws.	• Aligns with BC Societies Act, which uses "directors" as the operational board • Reduces the director count from 33 to a manageable group for regular decision-making • Eliminates administrative burden (e.g., Director Liability forms for all 33 directors) • Branch chairs are represented separately as Voting Members

1.2 Officers → Directors (Bridging Definition)

Current Bylaw Language	Proposed Language	Rationale
The Officers shall be the President, First Vice-President, Second Vice-President, Secretary, Treasurer, and Membership Secretary. (Amended October 15, 2025)	Any reference to “Officers” or “Table Officers” in these Bylaws shall be interpreted to mean “Directors” as defined herein.	• Avoids rewriting every occurrence of "officers" throughout all Bylaws • Removes duplicated definitions across sections • Maintains continuity while transitioning to Act-aligned terminology over time

1.3 Voting Members (New Definition)

Current Bylaw Language	Proposed Language	Rationale
<i>No equivalent definition. Branch chairs are listed as directors; delegates are used informally but not defined in the Bylaws.</i>	“Voting Members” means the members of the Association that have the right to vote at any General Meeting of the members. Voting Members shall be: • the elected or appointed Directors of the Association; • two members from each Branch, one of whom will normally be the Branch Chair and the other of whom shall be elected by the Branch members; • where the Branch Chair is already entitled to vote at the General Meeting in their capacity as a Director of the Association, the Branch members shall elect another member to serve as a Branch Voting Member in place of	• The BC Societies Act uses "voting members," not "delegates" — this definition aligns the Bylaws with the Act • Ensures branch representation at all general meetings • Prevents a single individual from holding two voting positions simultaneously • Clarifies proxy voting is not permitted • Bridging note allows continued informal use of "delegates" in

	the Branch Chair, so that the Branch continues to have two Branch Voting Members; and • where either Branch Voting Member is unable to attend a General Meeting, another Voting Member shall be elected by Branch members to attend and vote in their place. • Any reference to "Delegates" in Association documents shall be interpreted to mean "Voting Members" as defined herein. • Proxy voting is not permitted.	presentations and policies
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1.4 Branch Officers — Updated Language

Current Bylaw Language	Proposed Language	Rationale
Branch chairs and other branch officers are not directors of the Association by virtue of their branch role.	Branch officers may be separately elected or appointed as Directors in accordance with these Bylaws.	• Replaces exclusionary phrasing with a positive, enabling statement • Still makes clear that branch roles do not automatically confer Director status • More welcoming and less likely to generate confusion or opposition at the AGM

1.5 Use of "Executive"

Current Practice	Proposed Approach	Rationale
The term "executive" is used informally at both the provincial and branch levels, sometimes interchangeably with "table officers" or "directors."	The term "executive" (or "branch executive") shall be reserved for branch-level positions only. It shall not appear in provincial Bylaws.	• Prevents confusion between branch and provincial governance structures • The term "executive" does not appear in the BC Societies Act • Branches may continue using "executive" or "leadership team" internally within their Branch.

Section 2 — Meeting Notice & Resolution Timelines

2.1 General Meeting Structure

Current Bylaw Language	Proposed Language	Rationale
The Association shall hold an Annual General Meeting and a Director's Meeting each year.	A General Meeting will be held at the time and, if applicable, place the Board determines. (b) The Association shall hold a minimum of two General Meetings per year: (i) One General Meeting will normally be held in person in April, with the option for Voting Members to participate virtually. This meeting will be the Annual General Meeting of the	• The BC Societies Act requires an AGM held annually and within 6 months of fiscal year end (December 31 → by June 30) • Current "Director's Meetings" have questionable legal authority to transact business — general meetings resolve this

	Association and will normally be held in April of each year. The Annual General Meeting must be held each calendar year within 15 months of the previous Annual General Meeting. (ii) The second General Meeting will normally be held virtually in October of each year. The Board may choose to make this an “in-person” meeting if circumstances warrant. (c) All members will be notified via email and/or a posting on the Association website of the date, time, place and/or attendance options no less than 30 days and no more than 60 days in advance of any General Meeting.	• All members are welcome to attend; only Voting Members may vote • Hybrid format ensures accessibility and continuity
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2.2 Stage 1 — Preliminary Notice & Call for Resolutions

Current Bylaw Language	Proposed Language	Rationale
<i>No preliminary notice provision. Meeting notice and resolution timelines are tied directly to the Act's minimum requirements, creating backwards/compressed timelines for branches.</i>	The Preliminary Notice of a General Meeting and the Call for Resolutions will be sent to all members via email and / or posted on the Association website, at least 120 days prior to the date of a General Meeting. (b) All Resolutions to be considered at a General Meeting must be: (i) Properly moved and seconded,	• 120 days gives branches ample time to schedule a branch meeting, discuss and vote on resolutions, and submit by the deadline • The 45-day deadline will be stated as a specific calendar date in the notice — branches do not

	and receive the approval of a majority of the members attending a properly constituted Branch meeting, or (ii) Properly moved and seconded and receive the approval of a majority of the Directors. (c) All Resolutions to be presented at a General Meeting must be submitted to the Resolutions Committee no later than 45 days from the issuing of the Call For Resolutions. (d) The Resolutions Committee will review all submitted Resolutions to ensure: (i) review proposed resolutions for consistency with the Act, Constitution and Bylaws and identify any apparent legal or procedural concerns (ii) The proper format and wording of the Resolutions (iii) That Resolutions with similar intent and wording are consolidated into a single Resolution for consideration (iv) That all submitted Resolutions are sent to all members via email and/or posted on the Association website at least 30 days prior to the date of a General Meeting. This information will also be included as part of the Official Notice of a General Meeting.	need to calculate it themselves • Including a resolution format example improves submission quality and reduces Resolutions Committee burden • The BC Societies Act does not prohibit preliminary notice — this is a proactive addition
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	(v) The Resolutions Committee shall present all Resolutions unless they clearly violate the Act, Constitution or Bylaws.	
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2.3 Stage 2 — Official Notice of General Meeting

Current Bylaw Language	Proposed Language	Rationale
Notice of meeting as per the terms of the Act. <i>(defers to Act's minimum of 14 days, creating insufficient review time)</i>	The Official Notice of a General Meeting will be sent to all members via email and/or posted to the Association website at least 30 days prior to the date of a General Meeting, but not more than 60 days prior to the date of the meeting. (b) The Official Notice of A General Meeting will include: (i) The time and, if applicable, and place of the meeting. (ii) The proposed agenda for the meeting. (iii) Any Resolutions properly adopted at a Branch meeting, that have been received and considered by the Resolutions Committee in accordance with the Bylaws. (iv) Any Special Business that must be transacted at the meeting.	• The Act allows as little as 7–14 days notice; 30 days is proposed to give members meaningful review time • The Act prohibits official notice more than 60 days in advance — this is why a separate preliminary notice is needed • Resolutions are distributed with the official notice, not after, allowing informed deliberation

2.4 Resolution Submission Requirements

Current Bylaw Language	Proposed Language	Rationale
Resolutions must be submitted by two voting members from different branches (or one branch and one director) as proponents.	All Resolutions to be considered at a General Meeting must be: (i) Properly moved and seconded, and receive the approval of a majority of the members attending a properly constituted Branch meeting, or (ii) Properly moved and seconded and receive the approval of a majority of the Directors. (c) All Resolutions to be presented at a General Meeting must be submitted to the Resolutions Committee no later than 45 days from the issuing of the Call For Resolutions.	• Eliminates the burden of hunting for two voting members from different branches to co-sign • Majority vote at the branch level (not just voting members) ensures democratic legitimacy • Directors may submit resolutions directly for organizational matters without routing through a branch • Two sources (branches and directors) — neither holds veto power over the other

2.5 Resolutions Committee — Scope of Authority

Current Bylaw Language	Proposed Language	Rationale
<i>Role and authority of the Resolutions Committee is not fully defined in current Bylaws.</i>	The Resolutions Committee will review all submitted Resolutions to ensure: (i) review proposed resolutions for consistency with the Act, Constitution and Bylaws and identify any apparent legal or procedural concerns (ii) The proper format and wording of the Resolutions (iii) That Resolutions with similar intent and wording are consolidated into a single Resolution for consideration (iv) That all submitted Resolutions are sent to all members via email and/or posted on the Association website at least 30 days prior to the date of a General Meeting. This information will also be included as part of the Official Notice of a General Meeting. (v) The Resolutions Committee shall present all Resolutions unless they clearly violate the Act, Constitution or Bylaws.	• Removed "legislation" from compliance review scope — the committee is not expected to act as legal experts • "Format and wording" corrections are limited to presentation, not substance • Composite resolutions improve meeting efficiency; full transparency is required • The committee presents, not judges — consistent with democratic process • Giving the committee defined authority in the Bylaws (rather than policy only) protects the process from easy reversal

Summary — Revised Notice & Resolution Timeline

TIMELINES – NOTICE & RESOLUTION TIMELINE (to April 2027 AGM)

~120 Days Before AGM

Preliminary Notice of AGM Issued :

- Sent to all members via email / posted on website
- Call for Resolutions opens
- Specific submission deadline included (45 days from this date)

~45 Days after Preliminary Notice of AGM (~ 75 Days Before AGM)

Resolution Submission Deadline :

- Branches have had 45 days to meet, vote, and submit
- Directors may also submit resolutions

~75 to ~30 Days Before AGM

Resolutions Committee Review :

- Reviews for Act / Bylaw compliance
- Corrects format and wording
- Consolidates similar resolutions

~30 Days Before AGM

Official Notice Issued

- Sent to all members
- Includes agenda, all resolutions, special business

AGM Day

General Meeting

- Voting Members vote on resolutions
- 75% approval + minimum 50 votes required to pass amendments

Note on Phased Approach for BCGREA Bylaw Amendments: These two sections are the only priority amendments targeted for the 2027 AGM. The Constitution & Bylaws Committee have agreed that a focused, well-supported vote on these foundational changes is more likely to

succeed than a comprehensive rewrite of the BCGREA Bylaws at this time. Additional sections of the BCGREA Bylaws will be addressed in future General Meetings

BCGREA Branch Communication - FAQ

Date; **October 14, 2026**
To; **BCGREA Directors**
From: **Merrilee Ashworth – Chair, Constitution and Bylaws Committee**

Re; **Proposed Bylaw Amendments – April 2027 AGM**

A Message from Your Constitution and Bylaws Committee

Dear Branch Colleagues,

We are writing to give you an early heads-up about two important proposed changes to our Association's Bylaws that we intend to bring forward for a vote at the **April 2027 Annual General Meeting (AGM)**.

We know that bylaw changes can feel daunting — so we've worked hard to make this communication as clear and straightforward as possible. We want your branches to have plenty of time to read, discuss, ask questions, and feel confident before any vote takes place. You will receive more detailed materials well in advance of the AGM.

These are not sweeping changes. We are proposing **two focused, targeted amendments** that address real administrative challenges and better align BCGREA with the *BC Societies Act*.

The attached FAQ has been developed to provide you with a brief overview and summary of what you need to know.

Warm Regards,

Merrilee

*Merrilee Ashworth - 1st Vice-President and Chair - Constitution and Bylaws Committee
BCGREA — British Columbia Government Retired Employees Association*

Why are we proposing an update to the BCGREA Bylaws?

Our current Bylaws were written under an older edition of the *BC Societies Act*. Over the years, some of our language and processes have drifted out of step with the Act — creating administrative headaches and, in some cases, legal uncertainty. These proposed changes fix two of the most pressing issues.

Proposed Change #1 — Who Are the "Directors" and "Voting Members"?

The Issue Today

Right now, our Bylaws list **33 people as directors** of the Association. Under the *BC Societies Act*, directors are the people responsible for running the organization on a day-to-day basis — they are expected to meet regularly, make operational decisions, and sign legal documents (including annual Director Liability forms). Having 33 directors creates significant administrative burden and does not reflect how our organization actually operates.

What We Are Proposing

We propose separating our governance into two clearly defined groups:

Group	Who Is Included	What They Do
Directors (formerly called Table Officers)	• President • Vice Presidents • Secretary • Treasurer • Membership Secretary • Immediate Past President	Run the Association's day-to-day operations; meet regularly (monthly); make operational decisions between general meetings
Voting Members (what many of us currently call "Delegates")	• All Directors (above) • Two representatives from each branch • Each branch chair (automatically included)	Attend general meetings (at least twice per year); vote on resolutions and policy decisions; provide branch voice at the provincial level

A note on language: The *BC Societies Act* uses the term "voting members" — not "delegates." So while many of us are used to saying "delegates," the Bylaws will use "voting members" to stay aligned with the Act. You can still refer to voting members as delegates in everyday conversation — that's perfectly fine!

What This Means for Your Branch?

- Your branch chair **automatically qualifies** as a Voting Member — no change there.
- In addition, your branch will continue to send **one additional representative** to general meetings. So, two Voting Members per branch — no change there either.
- Branch roles do **not** automatically make someone a provincial Director - but branch officers (eg. branch chair) **may** be separately elected or appointed as Directors in accordance with the Bylaws.
- Proxy voting will **not** be permitted — Voting Members must attend in person or virtually.

Why This Change Makes Sense?

- It aligns our structure with the *BC Societies Act*, which recognizes directors as the operational board.
 - It reduces administrative burden — only Directors (not all 33 current directors) will need to sign annual liability forms.
 - It gives branch voices a clear, protected place at the table through the Voting Member structure.
 - It makes our governance easier to explain, understand, and operate.
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Proposed Change #2 — How We Handle Meeting Notices and Resolutions

The Issue Today

Our current Bylaws tie meeting notices and resolution timelines directly to the minimum requirements in the *BC Societies Act* — which were designed for small organizations and leave very little time for branches to discuss, vote on, and submit resolutions. This has caused real scrambling in the lead-up to past AGMs.

What We Are Proposing: A Two-Stage Notice Process

Stage 1 — PRELIMINARY NOTICE AND CALL FOR RESOLUTIONS (120 Days Before the Meeting)

At least **120 days before** any general meeting, the Association will send all members a preliminary notice that includes:

- The date, time, and location (or virtual attendance details) of the upcoming meeting
- A **call for resolutions** — an invitation for branches to bring forward motions
- A **specific submission deadline** (no calculation required — the exact date will be stated clearly)
- An **example of a properly formatted resolution** to help branches submit well-structured resolutions

Resolution Submission Deadline: Branches will have **45 days from the preliminary notice** to hold a branch meeting, discuss and vote on resolutions, and submit them electronically to the Resolutions Committee. The exact deadline date will be clearly stated in the notice — your branch will not need to do any date math.

Stage 2 — OFFICIAL MEETING NOTICE (30–60 Days Before the Meeting)

Between **30 and 60 days before** the general meeting, all members will receive the official notice, which will include:

- The confirmed agenda
- All resolutions reviewed by the Resolutions Committee
- Any special business to be transacted at the meeting

How Resolutions Are Submitted — Simplified

We are also simplifying the resolution submission process. Under the proposed change, a resolution may be submitted if it is:

1. Properly moved and seconded, **and** approved by a majority vote of members attending a properly constituted branch meeting; **OR**
2. Properly moved and seconded, and approved by a majority of the Directors (for organizational matters that may not originate at the branch level).

What's being removed: The current requirement for **two voting members from different branches** to co-sign a resolution as proponents is being eliminated. Branches told us this was a barrier — finding additional voting-member signatures was often difficult, especially close to deadlines. A majority vote at your own branch meeting is all that's needed going forward.

The Resolutions Committee — What It Does (and Doesn't Do)?

The Resolutions Committee's role is to:

- **Review** resolutions for consistency with the Act, Constitution, and Bylaws — and flag any apparent concerns
- **Correct format and wording** only — without changing the intent of a resolution
- **Consolidate** resolutions with similar intent into a single composite resolution (with full transparency about which source resolutions were combined)
- **Distribute all resolutions** to members at least 30 days before the meeting

The Resolutions Committee is **not a gatekeeping body**. All submitted resolutions will be presented at the general meeting unless they clearly violate the Act, Constitution or Bylaws.

What Happens Next?

Here is what your branch can expect in the months ahead:

1. The Constitution and Bylaws Committee will finalize the proposed amendment language by **November 2026**.
 2. A full package will be distributed to all branches — including **side-by-side comparisons** of current vs. proposed bylaw language, with clear rationale for each change.
 3. Your branch will have **ample time** to review the materials, ask questions, hold discussions, and provide feedback before any vote takes place.
 4. The formal vote will take place at the **April 2027 AGM**. Passing these amendments requires a **75% approval vote** with a minimum of **50 votes cast**.
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Questions or Feedback?

We want to hear from you. If your branch has questions, concerns, or feedback about either of these proposed changes, please don't hesitate to reach out.

Thank you for your continued engagement and dedication to our Association.

We look forward to working through this process together — openly and transparently.

Warm Regards,

Merrilee

*Merrilee Ashworth - 1st Vice-President and Chair - Constitution and Bylaws Committee
BCGREA — British Columbia Government Retired Employees Association*

BCGREA Bylaw Change Proposals (Draft)

Bylaws of The British Columbia Retired Employees' Association (BCGREA) (the "Association")

Part 1 – Definitions and Interpretation

1.1 In these Bylaws:

"Act" means the *Societies Act* of British Columbia as amended from time to time;

"Board" means the elected or appointed Directors of the Association;

"Bylaws" means these Bylaws as altered from time to time.

"Directors" means the elected and appointed officers of the Association, comprising the President, First Vice President, Second Vice President, Secretary, Treasurer, and Membership Secretary, and for the period of time specified in the Bylaws, the Immediate Past-President.

Any reference to "Officers" or "Table Officers" in these Bylaws shall be interpreted to mean "Directors" as defined herein.

Branch Executive Members may be separately elected or appointed as a Director in accordance with these Bylaws.

"Voting Members" means the members of the Association that have the right to vote at any General Meeting of the members. Voting Members shall be:

- the elected or appointed Directors of the Association;
- two members from each Branch, one of whom will normally be the Branch Chair and the other of whom shall be elected by the Branch members;
- where the Branch Chair is already entitled to vote at the General Meeting in their capacity as a Director of the Association, the Branch members shall elect another member to serve as a Branch Voting Member in place of the Branch Chair, so that the Branch continues to have two Branch Voting Members; and
- where either Branch Voting Member is unable to attend a General Meeting, another Voting Member shall be elected by Branch members to attend and vote in their place.
- Any reference to "Delegates" in Association documents shall be interpreted to mean "Voting Members" as defined herein.
- Proxy voting is not permitted.

Definitions in Act apply

1.2 The definitions in the Act apply to these Bylaws.

Conflict with Act or regulations

1.3 If there is a conflict between these Bylaws and the Act or the regulations under the Act, the Act or the regulations, as the case may be, prevail.

PART 3 – GENERAL MEETINGS OF MEMBERS

Time and Place of General Meeting

3.1 (a) A General Meeting will be held at the time and, if applicable, place the Board determines.

(b) The Association shall hold a minimum of two General Meetings per year.

- (i) One General Meeting will normally be held in person, with the option for Voting Members to participate virtually. This meeting will be the Annual General Meeting of the Association, and will normally be held in April of each year. The Annual General Meeting must be held each calendar year within 15 months of the previous Annual General Meeting.

- (ii) The second General Meeting will normally be held virtually in October of each year. The Board may choose to make this an “in-person” meeting if circumstances warrant.
- (c) All members will be notified via email and/or a posting on the Association website of the date, time, place and/or attendance options no less than 30 days and no more than 60 days in advance of any General Meeting.

Preliminary Notice Of General Meetings and Call For Resolutions

- 3.2** (a) The Preliminary Notice of a General Meeting and the Call for Resolutions will be sent to all members via email and / or posted on the Association website, **at least 120 days** prior to the date of a General Meeting.
- (b) All Resolutions to be considered at a General Meeting must be:
 - (i) Properly moved and seconded, and receive the approval of a majority of the members attending a properly constituted Branch meeting, or
 - (ii) Properly moved and seconded and receive the approval of a majority of the Directors.
- (c) All Resolutions to be presented at a General Meeting must be **submitted to the Resolutions Committee no later than 45 days from the issuing of the Call For Resolutions**.
- (d) The Resolutions Committee will review all submitted Resolutions to ensure:
 - (i) review proposed resolutions for consistency with the Act, Constitution and Bylaws and identify any apparent legal or procedural concerns
 - (ii) The proper format and wording of the Resolutions
 - (iii) That Resolutions with similar intent and wording are consolidated into a single Resolution for consideration
 - (iv) That all **submitted Resolutions are sent to all members via email and/or posted on the Association website at least 30 days prior to the date of a General Meeting**. This information will also be included as part of the Official Notice of a General Meeting.
 - (v) The Resolutions Committee shall present all Resolutions unless they clearly violate the Act, Constitution or Bylaws.

Official Notice of General Meetings

- 3.3** (a) The **Official Notice of a General Meeting will be sent to all members via email and/or posted to the Association website at least 30 days prior to the date of a General Meeting, but not more than 60 days prior to the date of the meeting**.
- (b) The Official Notice of A General Meeting will include:
 - (i) The time and, if applicable, and place of the meeting.
 - (ii) The proposed agenda for the meeting.
 - (iii) Any Resolutions properly adopted at a Branch meeting, that have been received and considered by the Resolutions Committee in accordance with the Bylaws.
 - (iv) Any Special Business that must be transacted at the meeting.

Ordinary business at general meeting

- 3.4** At a general meeting, the following business is ordinary business:
 - (a) adoption of rules of order;
 - (b) consideration of any financial statements of the Society presented to the meeting;
 - (c) consideration of the reports, if any, of the directors, committees or auditor;
 - (d) election or appointment of Directors, if required;
 - (e) appointment of an auditor, if required;
 - (f) resolutions submitted by Branches

(g) business arising out of a report of the Directors not requiring the passing of a special resolution.

Notice of special business

- 3.5** A notice of a general meeting must state the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business.

Chair of General Meeting

- 3.6** The following individual is entitled to preside as the Chair of a General Meeting:
- (a) the President,
 - (b) the 1st Vice-President or 2nd Vice-President, if the President is unable to preside as the Chair, or
 - (c) one of the other Directors in attendance at the meeting, if the President and one of the Vice-Presidents are unable to preside as the Chair.

Alternate Chair of General Meeting

- 3.5** 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 in attendance must elect an individual present at the meeting to preside as the Chair.

Quorum required

- 3.6** Business, other than the election of the chair of the meeting and the adjournment or termination of the meeting, must not be transacted at a general meeting unless a quorum of voting members is in attendance.

Quorum for General Meetings

- 3.7** A quorum shall be one half of Directors and Voting Members. (Amended October 16, 2024)
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Constitution & Bylaws Committee Report

Directors' General Meeting, October 14, 2026

Presented to the Directors' General Meeting

Date: 10/14/2026

Prepared by: Merrilee Ashworth, on behalf of the Constitution & Bylaws Committee

BCGREA Committee Members:

Merrilee Ashworth, Sue Powell, Wilf Brodrick, George Bowden, Carol Paulson, Patrick Harkness

1. Purpose of This Report

This report summarizes the work of the Constitution & Bylaws Committee to date and outlines the two priority amendment sections being brought forward for adoption at the April 2027 Annual General Meeting (AGM). It is intended to inform the directors of the committee's progress, the rationale behind proposed changes, and the path forward for branch consultation and the AGM vote.

Strategic Focus: Rather than attempting a complete bylaw rewrite in a single AGM cycle, the committee has made a deliberate decision to bring forward two priority sections for the April 2027 AGM. A phased approach allows time for education, branch feedback, and refinement — significantly improving the likelihood of the required 75% approval with at least 50 votes.

2. Background

The BCGREA's current bylaws were drafted under an earlier edition of the BC Societies Act and have accumulated language and structures that no longer align with how the organization operates — or with the requirements of the current Act. The committee has been working to identify and address the most pressing areas of inconsistency and administrative burden.

Two issues rose to the top as priorities, both because of their practical impact on day-to-day governance and because resolving them will create a cleaner foundation for future amendments:

- The definition and separation of **directors** and **voting members**
- The **meeting notice and resolution submission timelines**

3. Priority Amendment Section 1 — Directors and Voting Members

3.1 The Problem

Under the current bylaws, the BCGREA has 33 directors. This creates significant administrative burdens — including the requirement to collect Director's Liability forms from all 33 — and creates ambiguity about who is actually responsible for the day-to-day decisions of the organization. It is also practically impossible to convene all 33 directors on a regular basis to conduct business.

The BC Societies Act recognizes **directors** as the operational board that runs the organization between meetings. The current structure does not reflect this, and may limit the legal authority of decisions made outside of formally constituted general meetings.

3.2 The Proposed Solution

The committee proposes separating the governance structure into two clearly defined groups:

Group	Who Is Included	Role & Frequency
Directors (formerly "table officers")	President, Vice Presidents, Secretary, Treasurer, Membership Secretary, Immediate Past President	Handle day-to-day operations and regular decision-making; meet on a monthly basis
Voting Members	Elected/appointed director (if applicable) + one representative from each branch + branch chairs (automatically qualify)	Meet at least twice yearly (including the AGM) for policy decisions; proxy voting not permitted

3.3 Key Terminology Decisions

The committee worked through several terminology questions to ensure the proposed language is clear, legally sound, and easy for members to understand:

- **"Officers are the directors"** — A single definition will be added to the bylaws so that every existing reference to "officers" is automatically understood to mean "directors," without requiring a line-by-line rewrite of the entire document at this stage.
- **"Voting members" vs. "delegates"** — The BC Societies Act uses the term "voting members," not "delegates." The bylaws will use "voting members" throughout to avoid any conflict with the Act. The term "delegates" may still be used verbally in presentations and policy documents, but will not appear in the bylaws themselves.
- **"Executive"** — This term will be reserved exclusively for branch-level positions (always preceded by "branch executive"). It will not appear in the provincial bylaws, where "directors" is the correct and legally recognized term.
- **Positive language** — Where earlier drafts included the phrase "branch chairs and other branch officers are not directors by virtue of their branch role," the committee agreed to replace this with affirmative language: *Branch officers may be separately elected or appointed as directors in accordance with these bylaws.*

Note on Dual Roles: If a branch chair is also elected or appointed as a director, they hold one vote — not two. Two members of the branch would then be selected to serve as the branch's voting member representative at general meetings.

3.4 General Meetings — A Structural Shift

The committee is also proposing to replace the current "AGM + Director's Meeting" model with **two general meetings per year**. This resolves a concern that the current Director's Meeting may have limited legal authority to transact binding business under the Act:

- **Spring Meeting (AGM):** Normally held in person in April, with virtual participation options — this is the Annual General Meeting as required by the BC Societies Act
- **Fall Meeting:** Normally held virtually in October — may be held in person if circumstances warrant

Both meetings will be constituted as general meetings, ensuring that business transacted at either is legally sound. The Act requires the AGM to be held within 6 months of the fiscal year end (December 31), which means no later than June 30 of the following year.

4. Priority Amendment Section 2 — Meeting Notice and Resolution Timelines

4.1 The Problem

The current bylaw language ties meeting and resolution timelines back to the Act in a way that makes the timelines for resolution submission essentially unworkable. Branches have not had adequate lead time to schedule meetings, discuss resolutions, vote on them, and submit them before deadlines. The committee has experienced this firsthand in past AGM cycles.

4.2 The Proposed Two-Stage Notice Process

The committee proposes a clearly structured two-stage notice process:

Stage 1 — Preliminary Notice (at least 120 days before the meeting)

- Sent to all members via email and/or posted on the association website
- Includes a call for resolutions with a **45-day submission window**
- The exact submission deadline (a specific calendar date) will be stated directly in the notice — branches do not need to calculate timelines themselves
- Gives branches time to schedule meetings, discuss resolutions, vote, and submit

Stage 2 — Official Notice (30 to 60 days before the meeting)

- Sent to all members
- Must include: the agenda, all resolutions reviewed by the Resolutions Committee, and any special business items
- The Act requires a minimum of 14 days; the committee proposes 30 days to allow adequate member review
- Cannot be issued more than 60 days before the meeting (as specified in the Act) — this is why the preliminary notice is a separate, earlier communication

Why 120 days for the preliminary notice? This window gives branches at least 45 days to submit resolutions, and the Resolutions Committee sufficient time to review, consolidate, and prepare resolutions for the official notice package.

4.3 Resolution Submission — Simplified Process

The committee proposes eliminating the current requirement for two voting members from different branches to act as proponents of a resolution. The new process:

1. A resolution is properly **moved and seconded** at a branch meeting, **OR** properly moved and seconded by the directors for organizational matters
2. A **majority vote** of members attending the branch meeting approves it for submission
3. The resolution is submitted in **electronic format** to the Resolutions Committee no later than 45 days from the date of the Preliminary Notice

This removes the burden on branches of tracking down additional voting member signatures, while still requiring genuine democratic approval at the branch level.

4.4 Resolutions Committee — Clarified Role

The committee's role has been defined to ensure resolutions reach the floor clearly and fairly, without acting as a gatekeeper on their merit:

- **Review for compliance** — Check resolutions against the Act, Constitution, and Bylaws, and identify any apparent legal or procedural concerns (note: "legislation" has been removed from this scope to avoid the committee acting as legal experts)
- **Correct format and wording only** — Minor editorial adjustments may be made to improve clarity, without altering the intent of the resolution
- **Consolidate similar resolutions** — Where multiple branches submit resolutions with similar intent, the committee may consolidate them into a single composite resolution, clearly identifying the source resolutions
- **Present all resolutions** — Every submitted resolution is included in the Official Notice, even if concerns have been noted. The voting members at the General Meeting make the final decision

To help branches submit well-structured resolutions from the outset, the committee will provide a **sample resolution in proper format** as part of the preliminary notice package.

5. What Requires Attention Going Forward

In the course of this work, the committee identified several additional compliance matters that are not part of the current priority amendments but will need to be addressed in future AGM cycles:

- **Appointed Directors** — Under the Act, appointed directors must be approved by voting members at an AGM. The current practice of presidential appointment without AGM approval does not comply, and will need to be corrected going forward.
- **Committee Chairs** — Committee chairs are not automatically directors. If a committee chair is to serve as a director, they must be separately appointed and approved by voting members.

- **"General Meeting of Members"** — This term will need a clear definition that distinguishes between all members (invited to attend) and voting members (entitled to vote), to avoid any perception of ambiguity or unfairness.
- **Quorum** — The committee has recommended to maintain the current bylaw requirement of 50% of voting members, rather than reducing to the Act's minimum (3 voting members or 10%).

6. Summary - Revised Notice & Resolution Timeline to the April 2027 AGM

TIMELINES – NOTICE & RESOLUTION TIMELINE (to April 2027 AGM)

~120 Days Before AGM

- **Preliminary Notice of AGM Issued :**
 - Sent to all members via email / posted on website
 - Call for Resolutions opens
 - Specific submission deadline included (45 days from this date)

~45 Days after Preliminary Notice of AGM

- **Resolution Submission Deadline :**
 - Branches have had 45 days to meet, vote, and submit
 - Directors may also submit resolutions

~75 to ~30 Days Before AGM

- **Resolutions Committee Review :**
 - Reviews for Act / Bylaw compliance
 - Corrects format and wording
 - Consolidates similar resolutions

~30 Days Before AGM

- **Official Notice Issued**
 - Sent to all members
 - Includes agenda, all resolutions, special business

AGM Day

- **General Meeting**
 - Voting Members vote on resolutions
 - 75% approval + minimum 50 votes required to pass amendments

Critical path: Amendments must be finalized and distributed to branches well in advance of the April 2027 AGM. Adoption requires a **75% approval vote** with a minimum of **50 votes cast**. A phased approach, clear rationale materials, and early branch engagement are essential to success.

7. Recommended Actions for Directors

The committee respectfully asks the Directors' General Meeting to:

1. Receive this report and provide any initial feedback or questions on the two priority amendment sections
2. Endorse the committee's phased approach — focusing on these two sections for the April 2027 AGM — and the proposed timeline for branch distribution
3. Support the preparation of a side-by-side comparison document (current bylaw language vs. proposed language, with rationale) for distribution to branches well in advance of the AGM
4. Note the compliance matters identified for future AGM cycles

8. Conclusion

The Constitution & Bylaws Committee has worked diligently to modernize the two most pressing sections of the BCGREA's bylaws in a way that is legally sound, practically workable, and accessible to all branches. The proposed changes align the organization with the BC Societies Act, reduce administrative burden, clarify roles, and give branches a fair and structured process for participating in the resolution process.

The committee looks forward to the branch feedback and is committed to ensuring that every branch has the information and lead time needed to engage meaningfully before the April 2027 AGM vote.

Report prepared by Merrilee Ashworth on behalf of the Constitution & Bylaws Committee — 10/14/2026