

## Housekeeping Revisions to OCSV's By-laws

### HISTORY OF BY-LAW AMENDMENTS SINCE 2017

Every incorporated society must have by-laws governing how they operate. The Societies Act has Regulations setting out model by-laws that most societies adopt, sometimes with modifications that apply to their particular circumstances.

In 2015, after some revisions to the Societies Act, new model by-laws were established by a Regulation under the Societies Act to comply with the new Act. In 2018, a previous Board prepared and passed a new set of by-laws, including a Preamble, using the new model by-laws with some modifications to fit our operation, particularly in reference to the Police Information Check (P.I.C.) that each volunteer in OCSV must have. They were passed at the 2028 AGM. Unfortunately, they were not filed with the Registrar of Companies and the Societies Act states that they are no valid until so filed. So the Constitution, Preamble and By-laws we have in force, and which must be complied with at the 2023 AGM, are those filed with the Registrar of Companies on May 12, 2017.

### CONSTITUTION

Our Constitution is up-to-date with Societies Act requirements and need not be changed.

### PREAMBLE AND BY-LAWS

In 2018, an explanatory document was prepared detailing the proposed changes to the 2017 Preamble and By-laws and presented at the AGM. **That document is posted on our website as "2018 Proposed Changes Explained"**. It is still relevant. Another amendment was passed at the 2021 AGM allowing AGM's to be held virtually. It too was not filed and is not in force.

Graham Reid, our Treasurer and Acting Secretary is a lawyer and trained legislative draftsman (writer of legislation). In a previous life he was Chief Legislative Counsel for the Province of Alberta. He has cleaned up the language used in the 2018 rewrite to make it clearer and more concise to ensure it actually represents in legal language the changes proposed in 2018. In addition, he incorporated the 2021 amendment in the text.

The proposed Preamble and By-laws that needs to be passed by a Special Resolution (approved by at least two-thirds of the voting members present) at the AGM are in the document is posted on our website as **"2023 Preamble and By-laws to be Adopted at the AGM"**.

Finally, the Board is recommending the following additional changes to the by-laws, which are also incorporated:

- The requirement of participating in OCSV programs for a minimum of 12 hours over a 12-month period to remain a member in good standing is recommended to be reduced to 6 hours. This represents our current reality of volunteer participation.
- Section 2.7.1(c) stating that "A person's membership in the Society is terminated if the person is not acting in the best interests of the OCSV" is recommended to be clarified by giving the power to terminate to the Board, but providing that the Board must not act unless they give not less than 7-days' written notice to the member and provide the member with an opportunity to be heard.
- That the maximum number of Directors be increased from 7 to 9. Over the last year a series of retirements and resignations in rather short order left us with only two directors, below the required minimum of 3. We now have four directors, but we feel that increasing the maximum Board size by two more directors will give us a bit of a cushion of experienced directors.