

MEMORANDUM

To: Members of the Southern Alberta Chapter of the Canadian Parks and Wilderness Society (CPAWS-SAB)

From: Nigel Bankes, Board Member and Chair of the Governance Committee

Re: Proposed Changes to the By-Laws of the Society

Date: August 6, 2025

The purpose of this memorandum is to summarize and explain the amendments to the Society's by-laws that the CPAWS-SAB Board of Directors is bringing forward to the members of the Society for adoption. Section 15 of the *Societies Act* provides no amendment may be made to a society's by-laws except by way of Special Resolution. The *Act* defines a Special Resolution as

- (i) a resolution passed
 - (A) at a general meeting or special meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and
 - (B) by the vote of not less than 75% of those members who, if entitled to do so, vote in person or by proxy ...

The proposed amendments address five issues.

First, the amendments clarify that meetings of the Society and the board of directors can be held electronically. This was identified as an issue during the COVID-19 lockdown. This is now provided for in s 25.1 of the *Societies Act* but the Board considered that it should, for transparency reasons, also be included in the Society's by-laws. See Notice of Special Resolution "*fifth*".

Second, the amendments clarify who qualifies as a member of the Society. The new provision (see Notice of Special Resolution "*first*") clarifies that membership is based on donation and does not require an application. We picked 18 months rather than current calendar year to be consistent with the by-laws of the national organization.

Third, the amendments address two inconsistencies contained in the existing by-laws. One inconsistency dealt with the appointment of the Society's auditors (see current 4(a) and 9(c)); a second dealt with the responsibility for chairing meetings of members (see current 4(f) and 7(a)). The amendments make it clear that the auditors must be appointed by the members of the Society and that meetings of members are chaired by the chair (not by the executive director). See Notice of Special Resolution, "*seventh*" and "*eighth*".

Fourth, the amendments will update and make the by-laws more inclusive by adopting non-binary language throughout (i.e. "they", "them", "their" rather than "he" or "she"). See Notice of Special Resolution – throughout.

Finally, we propose to add a new paragraph (7(b)) describing the duties of the Treasurer (we already have paragraphs addressing the duties of other officers) and clarify other roles in section 7 of the current by-laws. See Notice of Special Resolution, “*seventh*”.

The Board is proposing the amendments as a single package because of the overlapping nature of the amendments (i.e. some provisions are being amended to meet two or more of the purposes identified above).

If the amendments are adopted, they will be filed with the Registrar of Societies as required by s 15(2) of the *Societies Act* and we will prepare a new consolidation of the by-laws.

Related Documents

Notice of Special Resolution.

Current consolidated by-laws.

Link to the *Societies Act* <<https://canlii.ca/t/55tqf>>