

MEMORANDUM

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

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

Re: Proposed Repeal and Replacement of the Bylaws of the Society

Date: September 17, 2026

The purpose of this memorandum is to explain the proposal to repeal and replace the bylaws of the Society.

Members of the Society will recall that at the last Annual General Meeting on September 25, 2025, the meeting adopted a set of amendments to the Society's bylaws. Under s 15(2) of the *Societies Act*, changes to bylaws are not effective until registered by the Registrar of Societies.

The Registrar of Societies responded to our application to register the amendments as follows: "Upon review, as there are substantial changes to the bylaws, it is recommended to proceed with a repeal and replacement of the bylaws in their entirety. Additionally, the current bylaws on file still reflect the previous name."

The Governance Committee and the Board have accepted that advice and accordingly are bringing forward this Special Resolution to repeal and replace our bylaws.

Section 15 of the *Societies Act* provides that no amendment may be made to a society's bylaws 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 new bylaws incorporate all of the amendments that were adopted last September. What follows is the explanation we provided at that time (with minor changes to reflect that instead of amending the bylaws we are repealing and replacing the existing bylaws). The original name of the Society was the Canadian Parks and Wilderness Society – Calgary/Banff Chapter. The change of name was registered December 28, 2008.

The changes embodied in the new bylaws address six matters.

First, the changes clarify that meetings of the Society and the board of directors can be held electronically. See Part VI. 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 bylaws.

Second, the changes clarify who qualifies as a member of the Society (Part III). A new provision 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 bylaws of the national organization.

Third, the changes address two inconsistencies contained in the existing bylaws. One inconsistency dealt with the appointment of the Society's auditors; a second dealt with the responsibility for chairing meetings of members. The amendments make it clear that the auditors must be appointed by the members of the Society (s 4.1) and that meetings of members are chaired by the chair (not by the executive director).

Fourth, the changes update and make the bylaws more inclusive by adopting non-binary language throughout (i.e. "they", "them", "their" rather than "he" or "she").

Fifth, there is a new paragraph describing the duties of the Treasurer (we already had paragraphs addressing the duties of other officers) and clarify other roles. See Part VIII.

Sixth, the bylaws have been reviewed for consistency and conformity with the *Societies Act* throughout. For example, the spelling of "bylaws" follows the *Societies Act* rather than the older usage of "by-laws" and there is a new provision (s 3.1) providing for a register of members (see s 36 of the *Societies Act*).

If the resolution to repeal and replace the bylaws is adopted, we will file the Special Resolution along with the new bylaws with the Registrar of Societies as required by s 15(2) of the *Societies Act*.

Related Documents

Notice of Special Resolution.

Current consolidated bylaws (i.e. the bylaws we were operating under at the time of the meeting of September 25, 2025).

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