

# Amended and Restated By-Laws 2023 - post-AGM

## Summary of new amendments

Based on the feedback from members at the 2023 AGM (see [2023 AGM Minutes](#) for summary), the Board is making the following clarifications and amendments, to be adopted by the members at the 2024 AGM.

The below is a simplified summary of the proposed changes. See here the full version of the [\[DRAFT\] Amended and Restated By-Laws 2023 with changes post-AGM](#)

Section	Member Comment	Answer
3.6 and 5.7b	Discipline and expulsion of members and directors. Anything that allows for independent appeal, in line with labour law and fairness doctrine (or equivalent in Quebec labour law), would be recommended.	Already provided for by Section 8.1.
5.3	The wording of section 5.3 lacks clarity and contains too much legalese.	We propose new language with a more “plain” language.
7.1	Nomination of officers at the first meeting of the Board following the annual meeting of members in which the Directors are elected leaves the door open to having no officers in office for a certain period of time.	Section 142 of the Canada Not-for-profit Corporations Act provides the following: <i>Subject to the articles, the by-laws and any unanimous member agreement,</i>  <i>(a) the directors <b>may</b> designate the offices of the corporation, appoint as officers persons of full capacity, specify their duties and delegate to them powers to manage the activities and affairs of the corporation, except powers to do anything referred to in subsection 138(2);</i>  <i>(b) a director <b>may</b> be appointed to any office of the corporation; and</i>  <i>(c) two or more offices of the corporation <b>may</b> be held by the same person.</i>

		<p>Our by-laws do not mandate the appointment of officers. It's a board decision. However, the Chair and Secretary have certain responsibilities according to our by-laws. So, in the event we need to act on certain procedures during an interim period where we don't have a Chair or a Secretary, we will not be able to proceed.</p> <p>Therefore, our current language is appropriate, but needs greater clarity. "The Officers of the Corporation shall hold office until the following annual meeting of members in which the Directors are elected." Thus, we added language to the effect that a board meeting must be held right after the AGM during which the board must name interim officers until the first regular meeting post-AGM.</p>
7.2	<p>The following language can be interpreted as if the Chair may sign anything in the name of the corporation without board approval. "The Chair shall be entitled to sign binding instruments in the name of the Corporation in accordance with the terms of these by-laws."</p>	<p>We propose to remove it as it is not necessary and creates confusion.</p>

**Proposition to the Board at the August meeting:** Approve the changes made based on our members' comments until the 2024 AGM where we will have the changes approved by the members.