

Special Resolution to adopt new Bylaws for Societies Act prior to November 28:
Instructions for passing the resolution

Notice of the members' meeting must be provided to all members, in accordance with the bylaws (and not less than 14 clear before the date of the meeting days in any case) The notice package must include the notice of special resolution (see notice provided).

At the appropriate time in the meeting, usually after a short presentation as to the rationale for the replacement of the bylaws, the **resolution** (as set out in the attached notice) should be read, as written, at the general meeting.

Special mention should be made to clarify that while the bylaws are being approved today, they will not come into force immediately, but only when the society transitions to the new legislation, following November 28, 2016. This is because the new bylaws have been drafted for compliance with that legislation, and therefore cannot be brought into force until that legislation becomes effective. Until that time, the current bylaws will remain in effect.

The chair of the meeting should ask for a motion to adopt the special resolution as read (and a seconder). If moved and seconded, the resolution will be open for discussion, if any, and then voted on.

Presuming that the meeting has quorum (as set out in the current Bylaws), the special resolution must be approved by not less than 75% of the votes cast on the resolution. Abstentions or non-votes do not affect the total, since you only count votes actually cast.

Please note that any amendments proposed to the wording of the special resolution, as circulated with notice of the meeting, (including proposed changes to the replacement bylaws) are problematic. Substantive changes to the special resolution are not permitted at the meeting because of the advance notice requirements for special resolutions set out in the *Society Act*. The bylaws must be approved or not, as presented.

Once the meeting is complete, the text of the special resolution should be included, **as written**, in the draft minutes of the general meeting. The minutes should note that the resolution was passed either unanimously or by 75% or more of the members attending who cast a vote.

The draft minutes should be signed by the chair or secretary.

Once this is done, please hold the draft meeting minutes and the replacement bylaws until your society is prepared to transition after November 28, and has received board authority to file the transition application. We anticipate that the login information required to file a transition application will be sent from the office of the registrar of companies later in the summer. Please contact us if you would like our assistance with the completion or filing of the transition application.

Note that the change in bylaws is not effective the transition application is filed online.