

Summary of Bylaw Changes

This document highlights the key updates in the [2026 Corporation By-laws](#) (approved by the Board on April 9, 2026) compared to the **2025 version** to assist in your review at the Annual General Meeting.

1. Simplified Membership Structure

The most significant change is the restructuring of membership classes to provide greater clarity and flexibility:

- 2025 Version: Established three specific classes: Organization Members, Community Members, and Associate Members.
- 2026 Version: Simplifies this into two classes: Voting Members and Non-Voting Members.
- Board Authority: The 2026 version grants the Board authority to establish and modify specific eligibility criteria, rights, and dues through internal policy rather than requiring a by-law amendment for every change in criteria.

2. Board of Directors Eligibility

The requirements for who can serve on the Board have been streamlined:

- 2025 Version: Required the Board to "normally" be comprised of one-third employees of Organization Members and one-third Community Members. It also included specific rules for Directors who ceased being employees of an Organization Member during their term.
- 2026 Version: Removes these specific ratios, requiring only that all Directors be Voting Members of the Corporation given the proposed changes to the classes of membership in #1.

3. Enhanced Governance and Decision-Making

The 2026 By-laws introduce new language regarding how the Board operates and reaches decisions:

- Consensus-Based Approach: A new provision states the Board shall strive to reach decisions by consensus whenever possible to ensure all views are considered before a vote.

- Voting Procedures: While a majority vote still decides questions, the 2026 version explicitly includes the right to abstain (noting abstentions are not counted as votes cast) and details the Chair's role in declaring conclusive results.
- Tie Votes: Both versions agree that a tie vote means the motion is defeated.

4. Expanded Officer Responsibilities

The 2026 version provides much more detailed descriptions of officer roles, particularly for the Treasurer:

- 2025 Version: Stated the Treasurer would have powers and duties as specified by the Board.
- 2026 Version: Explicitly outlines the Treasurer's duties, including financial health oversight, leading the budgeting process, monitoring cash flow, and ensuring regulatory compliance.

5. Requirement for a Special Resolution

Because the 2026 By-laws change membership classes and rights, this update is considered a "Fundamental Change" under Section 197(1) of the *Canada Not-For-Profit Corporations Act*.

- Unlike ordinary amendments that are effective immediately upon a Board resolution, these changes are only effective once confirmed by the members via a Special Resolution (requiring a two-thirds majority vote).