



BC Library Association Special General Meeting  
Wednesday September 26th, 2018  
Vancouver Community College  
250 West Pender, Room 240  
Check in: 5:30pm, Meeting: 6pm

Chair: Shirley Lew

Guests: Todd Mundle and Michael Blatchford

Minutes: Danielle LaFrance

1. Call to Order (BCLA President: Shirley Lew)

Shirley calls the BC Library Association Special General Meeting to order at 6:02pm.

2. Adoption of Regular Agenda (Shirley Lew)

The Adoption of Regular Agenda is MOVED by Daniela Esparro and SECONDED by Sarah Felkar.

3. Welcoming Remarks (Shirley Lew)

Shirley thanks those in attendance for their participation. She acknowledges the special meeting takes place on unceded traditional territories of the Coast Salish peoples.

4. Introducing Michael Blatchford, Norton Rose Fulbright, (Shirley Lew)

Shirley introduces Michael Blatchford of Norton Rose Fullbright. He primarily works with charities and non-profit organizations and specializes in bylaws and the new Societies Act.

5. BCLA Bylaws and the new Societies Act (Michael Blatchford)

Michael discusses the transitions made to the new Societies Act, explaining how the transition period lasts until November 28<sup>th</sup> 2018. A society that does not transition by this time may cease to exist. Michael's role was to prepare BCLA Bylaws, ensuring they meet with compliance.

The new Societies Act does not deviate too much from the old. Significant differences include changes to status 1) honorary members will now be ascribed as personal members and 2) commercial members will now be ascribed as supporting members.



## 6. BCLA Bylaws and best Practises (Shirley Lew)

Shirley discusses BCLA Bylaws and best practises, highlighting four meaningful changes to be adopted as per Michael's recommendations. The changes include 1) quorum will extend from 3 to 20 members, 2) the proxy form will be moved to the BCLA website, 3) student representatives are removed from the structure of the board, and 4) board members can serve for a maximum of 7 years.

## 7. Resolution (in two parts) attached (Shirley Lew)

Part one of the resolution ("the current Bylaws of the Society be deleted in their entirety and that the form of Bylaws attached hereto as Schedule A be adopted as the Bylaws of the Society in substitution for, and to the exclusion of, the existing Bylaws of the Society, with effect upon the electronic filing of a Transition Application with the BC Registrar of Companies") is MOVED by Stephanie Kripps and SECONDED by Chris Middlemass, CARRIED unanimously.

There is discussion on the floor about the limitation of years served on the board and what would happen if the BCLA has no one new running. Michael explains that when the BCLA holds an election and there are fewer directors, one or more can continue if the BCLA falls below the allotted amount the bylaws have set.

There is also discussion about honorary members no longer being a voting class. Michael explains that any class can have access to corporate records, court claims, etc. While voting is where decisions are made it is not the only place where people can make changes in the organization.

Part two of the resolution ("that the law firm of Norton Rose Fulbright Canada be and is hereby authorized and directed to take all actions that are necessary or desirable in carrying out the transition of the Society under the Societies Act and the replacement of the Bylaws") is MOVED by Stephanie Kripps and SECONDED by Chris Middlemass, MOTION CARRIED unanimously.

## 8. Concluding Remarks (Shirley Lew)

Shirley wishes everyone a wonderful weekend. Meeting adjournment is MOVED by Lilian Pintos and SECONDED by Chris Middlemass. The BCLA Special General Meeting concludes at 6:27pm.