

Introduction to/Explanation of the Revised Bylaws

June 4, 2012

History

Or Shalom's Bylaws were originally drafted in 1984 when we were first incorporated as a society. At that time, they were based on Schedule A to the *Society Act* with specific variations relevant to Or Shalom. Over the years they were amended several times. Some of these amendments introduced inconsistencies in language (co-chair versus president/vice president is one significant example). Some amendments were forgotten about (proxy voting deleted) and amendments that were introduced but not passed were erroneously included (language about selecting the rabbi). And many spelling errors were introduced.

As a result, the Governance Committee decided that it would be a good idea to undertake a revision of our bylaws to rationalize them. We decided to plain language them at the same time. Meanwhile, we requested copies of all the documents that had been filed over the years with the Corporate Registry in Victoria and developed an **accurate** consolidation of the original bylaws plus all amendments. This was circulated at the AGM in October 2010. Our intention was to introduce these revisions at the October 2011 AGM but And here we are now.

Explanation

Once again, the proposed bylaws are based on Schedule A to the *Society Act* which itself has been plain languaged.

NB – There are no substantive changes introduced by these revised bylaws. Please note that the Constitution is unalterable.

While going through this it would be useful for you to have a copy of the accurate consolidation with you. Here are the specifics:

General wording changes:

“Shall” changed to “must” in all cases except section 35 where “will” seemed more appropriate

“Transacted” changed to “conducted”

“Such” changed to “the”

“Which” changed to “that”

“President” and “vice-president” changed to “co-chair” or “co-chairs”

“Chairman” changed to “chair”

References to “officer” and “officers” removed and/or specified

“Equality of votes” changed to “tie vote”

Some negatives moved around (e.g. sections 16(1), 21(1), 24(2))

Specific changes:

Introduction deleted

1(1) – amended to accord with simplicity of the standard form bylaws.

17 - reference to at least 18 members at end of clause deleted as ridiculous. If 18 members are present there is a quorum.

22(3) – reference to no proxy voting added to avoid future confusion based on historical experience (proxy voting had been deleted from the bylaws but erroneously included in a consolidation leading to ...)

25 – reference to “officer” deleted.

26 – reference to first directors in 26(1) deleted based on *Society Act* standard form bylaws; rest of subsections rearranged and reworded to accord with deletion of “officer” from bylaws.

27(2) – deleted to accord with deletion of “officer” from the bylaws.

27(3) – renumbered 27(2) and reworded to refer to end of term of office rather than next AGM, based on *Society Act* standard form bylaws.

29 – reworded to refer to end of term of office rather than next AGM, based on *Society Act* standard form bylaws.

37 – added from standard form bylaws because it made sense to us.

38 and 59 – amended to bring us into the new millennium and enable notice by e-mail or other electronic means.

40 – deleted as unnecessary where there are co-chairs.

43(2) – deleted because we are no longer referring to officers.

43(3) – deleted because it isn’t in the standard form bylaws and didn’t make sense.

45 – re-organised to become section 31 which is a more appropriate place for it.

46 – re-organised to become section 32 which is a more appropriate place for it

47 – deleted because it is onerous and unnecessary. Section 43(f) sufficiently covers it.

48-51 – deleted as redundant (covered by enumerated duties of treasurer or secretary) or unnecessary (because they are required by law) and because they aren't in the standard form bylaws.

62 – reference to fee for bylaws deleted. We can't charge for this; it's their right.

Member in good standing – This was an issue that became substantially by the good intentions of various amendments. Their intention was to define who could vote at an AGM as someone who was a member in good standing in the previous fiscal year. We considered that this was an important intention to carry forward into these revisions and also to rationalize the language. We accomplished this in several different places, rather than trying to put the whole message into one clause:

7(d) – was substantially reworded to make logical sense. The only way one can cease to be a member for non-payment of dues is by not having paid by the end of the previous fiscal year. This is a person who (technically) would have to reapply for membership.

9 – was reworded to define a member who is not in good standing. This is a person who hasn't yet paid their membership this fiscal year.

22(1) – was reworded to be clear about who can vote at an AGM.

26(3) – was added to ensure that the same principle applies to directors.