6.4.2

ADRIA Governance Committee Report to Board – April 2, 2016

Committee Members: Dolores Herman, Michelle Simpson, Paul Conway

The Committee provides the following report to the Board. The recommended actions are set out below with the supporting explanations and information later in the report or attached.

Our recommended actions for this meeting are:

1. To approve the Nominating Committee comprised of Dolores Herman, Rick Assinger and Paul Conway.

2. To approve the following meeting dates for the 2016/2017 Board Calendar:

   2016

   June 2nd AGM (already promulgated)
   June 3/4 Board Orientation & Meeting EDM
   Sept 9/10 Board Meeting CAL
   Oct 12-14 ADR Canada Conference Toronto
   Nov 18/19 Board Meeting EDM

   2017

   Jan 27/28 Board meeting CAL
   Mar 18/19 Board Meeting EDM
   May 25 AGM
   May 26/27 Board Orientation & Meeting CAL
   June All-Alberta ADR Forum - date TBA

3. Discuss whether to have a representative from AAMS on the ADRIA Board.

4. To approve the following by Bylaw changes for presentation to the members at the 2016 AGM (See Appendix A containing the proposed changes in *italics*:

Items the Committee has underway:

1. Dolores Herman will be leaving the Governance Committee as chair and needs to be replaced.

2. The Governance Committee did not conduct a Board evaluation for 2015/2016 and recommends that the Governance Committee conduct a Board evaluation for 2016/2017.

3. Orientation for new and returning Directors – the Governance Committee will prepare the orientation package for the Friday evening at the June 2016 meeting.

If you have any questions, we will be pleased to address them.

For the Governance Committee
Dolores Herman, Committee Chair

Bylaw Amendment Process

Legal Requirements - Bylaws

8.2 Bylaw Amendments

The Bylaws may be rescinded, altered or added to only by Special Resolution passed or consented to and registered in accordance with the Act.

1.1. Definitions

In the Bylaws:

Special Resolution means a special resolution as defined in the Act.

Legal Requirements - Societies Act

Rescission, etc. of bylaws

15(1) The bylaws of a society shall not be rescinded, altered or added to except by special resolution of the society.

(2) No rescission or alteration of or addition to a bylaw has effect until it has been registered by the Registrar.

(3) If the Registrar is of the opinion that a bylaw is not in accordance with the application for incorporation or that it contains anything contrary to law, the Registrar shall refuse to register it.

Definitions

1 In this Act,

(d)"special resolution" means

(i)a resolution passed

(A)at a general meeting of which not less than 21 days' notice specifying the intention to propose the resolution has been duly given, and

(B)by the vote of not less than 75% of those members who, if entitled to do so, vote in person or by proxy,

(ii)a resolution proposed and passed as a special resolution at a general meeting of which less than 21 days' notice has been given, if all the members entitled to attend and vote at the general meeting so agree, or

(iii)a resolution consented to in writing by all the members who would have been entitled at a general meeting to vote on the resolution in person or, where proxies are permitted, by proxy.

a. send out the written resolution to the full members no later than 21 days before the AGM

b. At the AGM, the agenda must include the 2 resolutions to amend the bylaws. Each resolution is presented and voted on separately. Each resolution requires support of 75% of the persons attending and voting (so we need a sign-in sheet for who attended, a count of how many hands vote, and a count of the number in favour and the number opposed and the number abstaining, if any. The sign in sheet and the numbers need to be part of the minutes of the AGM.

c. If passed, prepare the Certificate of Special Resolution to send to the Registrar under the Societies Act – see Service Alberta for information – note this has to be *mailed* for societies. (see **Appendix A** for a sample)

d. If the Registrar approves the changes, a letter will be sent to ADRIA within approximately 30 days advising of the approval.

e. If the Registrar does not approve the changes, try to find out why, and then ADRIA will have to address those items and perhaps repeat the process to correct the deficiencies.

Appendix A

Certificate of

SPECIAL RESOLUTION

TO AMEND THE SOCIETY BYLAWS

Under the Societies Act of Alberta

I hereby certify that the following special resolutions were passed by the members of the ADRI of Alberta (Corporate Access Number _____) on _____.

RESOLUTION #1

BE IT RESOLVED to amend the ADRIA bylaws by the provisions shown *in italics*, (with all other bylaws remaining as previously written):

3.4 MEETING PROCEDURES

1. Society Meetings will be chaired by the first of the following who is present at the Meeting:

   a. the President;
   b. the Vice-President;
   c. the Secretary;
   d. the Treasurer; and
   e. a ~~General~~ *Full* member elected by *those present at* the meeting.

3.6 VOTING

1. Each Full Member is entitled to 1 vote at a Society Meeting or in a mail or electronic vote.

2. Votes at a Society Meeting may be cast only by Full Members present in person and votes may not be cast by proxy.

3. Except where the Act or the Bylaws provide otherwise, all resolutions and other matters before a Society Meeting will be determined by:

   a. show of hands; and

b. simple majority vote of the Full Members present and who vote.

4. The declaration of the chair that a resolution or Special Resolution has been carried or defeated is conclusive.

5. The result of a vote at a Society Meeting or by mail or electronic vote will be deemed the decision of all members upon the matter in question.

6. A resolution in writing signed in one or more counterparts by all Full Members is:

   a. as valid as if it had been duly passed at a Society Meeting; and

   b. effective as of and from the stated effective date of the resolution.

7. Except where the Act requires a different voting method, the Board may direct that a mail or electronic vote by Full Members be conducted on any matter to be determined by the Full Members, in which case:

   a. the vote will be conducted and completed in such manner as the Board prescribes;

   b. the tabulation of votes as accepted by the Board will be final and conclusive; and

   c. except with respect to votes conducted under Section 4.6, the Secretary will within 10 business days from tabulation of the vote, advise the members of the vote result.

8. A signed resolution or vote in a mail vote sent by fax, *courier or email* to and received at the Society's registered office by any applicable deadline will be effective.

4.2 COMPOSITION OF THE BOARD

The Board consists of:

1. a minimum of 5 and a maximum of 9 Directors, *not including the Past President and ADRIC National Representative*, as determined by the Board from time to time who are elected by the Full Members of the Society, *or as otherwise appointed pursuant to Article 4.8*;

2. the Society's immediate past president. If the past president is unable or unwilling to serve, the Board may, but is not required to, appoint another past president of the Society, and

3. the ADRIC National Director elected by the Full Members of the Society.

4.7 TERM OF OFFICE

1. Except when otherwise provided, the term of office of a Director is 3 years.
2. A Director may not be elected for more than 2 consecutive terms of office.
3. An Elected Director's term of office commences at the close of the AGM immediately following that Director's election and expires at the close of the AGM of the year in which that Director's term of office expires.
4. *The ADRIC National Director may serve a maximum term of 3 years on the ADRIC board and as such is not subject to the 6 year maximum under this section.*

6.8 ADRIC National Director

The *ADRIC* National Director will*:*

1. *have a minimum of 2 years on the ADRIA Board before being eligible for election as the ADRIC National Director*
2. carry out the role of National Director as outlined in the ADRIC bylaws;
3. attend the ADRIA board meetings;
4. communicate information and issues between ADRIC and ADRIA;
5. represent ADRIA interests and views to the ADRIC National Board;
6. facilitate and enhance the national-affiliate relationship; and
7. be restricted to a maximum 3 year term on the ADRIC board.