

Current Wording	Proposed Wording	Reason
<p><u>Section 1 - General</u></p> <p>1.1 Definitions</p> <p>(t) Officer – a Director appointed by the Board to the role of President, Vice President (Internal), Vice-President (Finance) or immediate Past-President or other position as an Officer of BC Rugby.</p>	<p><u>Section 1 - General</u></p> <p>1.1 Definitions</p> <p>(t) Officer – a Director appointed by the Board to the role of President, Vice President (Governance), Vice-President (Finance) or immediate Past-President or other position as an Officer of BC Rugby.</p>	<p>Proposed title change to VP (Governance) rather than VP (Internal) to better reflect the role.</p>
<p>(u) Operational Committee – an advisory group appointed from time to time by the Executive Committee or CEO to be responsible for a tactical or operational function, project, or program.</p>	<p>(u) Operational Committee – an advisory group appointed from time to time by the Board to be responsible for a tactical or operational function, project, or program.</p>	<p>Clarifying the requirement for Board oversight of all committees both Board Committees and Operational Committees (see 7.3 (c) below)</p>
<p><u>Section 3- Meetings of Members</u></p> <p><u>3.1 Annual General Meeting (AGM)</u></p> <p>(b) Resolution Instead of AGM – An annual general meeting is deemed to have been held if all matters that must, under the Societies Act or these Bylaws, be dealt with at that meeting, including the presentation to the members of the financial statements and auditor’s report, if any, are dealt with in a resolution and all of the Member Clubs and any Non-Represented Individual Members consent in writing to the resolution on</p>	<p><u>Section 3- Meetings of Members</u></p> <p><u>3.1 Annual General Meeting (AGM)</u></p> <p>DELETED</p>	<p>The membership had already approved the deletion of (b) <u>Resolution Instead of AGM</u> but it still appeared in the registered bylaws with strike out lines through it. This is to clean up the bylaws format.</p>

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<p>or before the date on which the annual general meeting must be held in accordance with Section 3.1(a).</p>		
<p>7.3 Board Committees</p> <p>(a) <u>Appointment and Powers of Executive Committee</u> - The Board may, by resolution, appoint an Executive Committee consisting of such Director or Directors and/or executives or members of management that the Board considers appropriate, and this committee has, during the intervals between meetings of the Board, all of the Directors' powers, except:</p> <p>(i) The power to fill vacancies on the Board;</p> <p>(ii) The power to change the membership of, or fill vacancies in, any committee of the Board; and</p> <p>(iii) Such other powers, if any, as may be set out in that resolution or any subsequent Board resolution.</p>	<p>7.3 Committees</p> <p>(a) <u>Appointment and Powers of Executive Committee</u> - The Board may, by resolution, appoint an Executive Committee consisting of such Director or Directors and/or executives or members of management that the Board considers appropriate, and this committee shall, during the intervals between meetings of the Board, have the authority and responsibility for overseeing the day to day affairs of BC Rugby and may take such actions and make such decisions as determined by the Executive Committee to be reasonably required to facilitate the efficient operation of BC Rugby provided that the Executive Committee shall not have the authority to exercise the following powers:</p> <p>(i) The power to fill vacancies on the Board;</p> <p>(ii) The power to change the membership of, or fill vacancies in, any committee of the Board; and</p> <p>(iii) Such other powers, if any, as may be set out in that resolution or any subsequent Board resolution.</p>	<p>Proposed 7.3 covers both Board and Operational Committees with the addition of (c) below.</p> <p>The proposed changes here are designed to bring the role of the Executive Committee, if appointed by the Board, into the modern world. With modern communications it is no longer necessary to have the Executive Committee have “all of the Directors’ powers” during the intervals between meetings. Rather the Executive Committee will have “the authority and responsibility for overseeing the day to day affairs of BC Rugby” and shall keep the Board advised of actions and decisions.</p>

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	<p>The Executive Committee shall be subject to the direction and oversight of the Board and shall comply with all BC Rugby policies, Board directives and BC Rugby’s strategic plan in carrying out its functions. The Executive Committee shall promptly report to the Board with respect to all actions and decisions undertaken from time to time.</p>	
	<p>7.3 (c) Operational Committees – The Board may, by resolution:</p> <p>(i) Appoint one or more operational committees consisting of such individuals that the Board considers appropriate;</p> <p>(ii) Appoint the Chair of each Operational Committee;</p> <p>(iii) Delegate the authority and responsibility to oversee, undertake or perform a tactical or operational function, project or program to an Operational Committee.</p> <p>Unless otherwise directed by the Board, any Operational Committee shall report to the CEO who in turn shall report to the Board regarding the operations, functions, actions and decisions of the Operational Committee.</p>	<p>New Section</p> <p>Although the term “Operational Committee” is defined in the current bylaws, the appointment of Operational Committees is not covered in the current bylaws and the addition of this section (c) of 7.3 is proposed to clarify that Operational Committees can be appointed and that they report to the CEO who in turn shall report their activities etc. to the Board.</p>
<p>(ii) If, at any meeting, the Chair of the meeting is not present within 15 minutes after the time set for holding the meeting, the members of</p>	<p>(ii) If, at any meeting, the Chair of the committee is not present within 15 minutes after the time set for holding the meeting, the members of</p>	<p>In section 7.3(e)(ii), an existing clerical error has been corrected.</p>

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<p>the committee may choose one of their number to chair the meeting;</p>	<p>the committee may choose one of their number to chair the meeting;</p>	
<p>(g) Committee Meetings by Telephone or Other Communications Medium - A Director or individual may participate in a Board Committee meeting in person, by telephone, or other communications medium if all participants in the meeting, whether in person, by telephone, or by other communications medium, are able to communicate with each other. A Director or individual who participates in a meeting in this manner is deemed for all purposes of the Societies Act and these Bylaws to be present at the meeting and to have agreed to participate in that manner.</p> <p>(h) Committee Resolutions - A resolution in writing, signed by all of the members of a Board Committee, is as valid and effective as if regularly passed at a meeting of a Board Committee.</p> <p>(i) Meeting Minutes - An individual will be designated for all Board Committees to record the minutes of the committee meeting.</p>	<p>(g) Committee Meetings by Telephone or Other Communications Medium - A Director or individual may participate in a Board Committee or Operational Committee meeting in person, by telephone, or other communications medium if all participants in the meeting, whether in person, by telephone, or by other communications medium, are able to communicate with each other. A Director or individual who participates in a meeting in this manner is deemed for all purposes of the Societies Act and these Bylaws to be present at the meeting and to have agreed to participate in that manner.</p> <p>(h) Committee Resolutions - A resolution in writing, signed by all of the members of a Board Committee or Operational Committee, is as valid and effective as if regularly passed at a meeting of a Board Committee or Operational Committee.</p> <p>(i) Meeting Minutes - An individual will be designated for all Board Committees and Operational Committees to record the minutes of the committee meeting.</p>	<p>The proposed changes to 7.3 (g), (h), and (i) reflect the fact that they apply to Operational Committees as well as Board Committees. The clause references in 7.3(d), (e) and (f) have also been updated to apply to include a reference to Operational Committees.</p>

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<p><u>Section 8 - Officers</u></p> <p>8.1 <u>Appointing Officers</u></p> <p>(a) <u>Appointing Officers</u> - The Board may appoint a President, a Vice-President (Internal) and Vice-President (Finance) from among the Directors.</p> <p>(b) <u>Officer Qualifications</u> - An individual who is not qualified to be a Director pursuant to Section 6.2(d) is not qualified to be an Officer of BC Rugby. One individual may hold more than one position as a BC Rugby Officer.</p> <p>8.2 <u>Officer Positions, Functions, and Terms</u></p> <p>(a) President – The President shall, when present, preside at all general meetings, and any meetings of the Board, sign all instruments which require the President’s signature in accordance with the Bylaws or otherwise, represent BC Rugby at public or official functions, and have such other powers and duties as may from time to time be assigned to the President by the Board. The President shall be appointed for a two-year term by the Board, beginning immediately following an Annual General Meeting. A President may serve no more than two consecutive Terms, unless otherwise approved by the Voting Members by ordinary resolution.</p>	<p><u>Section 8 - Officers</u></p> <p>8.1 <u>Appointing Officers</u></p> <p>(a) <u>Appointing Officers</u> - The Board may appoint a President, a Vice-President (Governance) and Vice-President (Finance) from among the Directors.</p> <p>(b) <u>Officer Qualifications</u> - An individual who is not qualified to be a Director pursuant to Section 6.2(d) is not qualified to be an Officer of BC Rugby. One individual may hold more than one position as a BC Rugby Officer.</p> <p>8.2 <u>Officer Positions, Functions, and Terms</u></p> <p>(a) President – The President shall, when present, preside at all general meetings, and any meetings of the Board, sign all instruments which require the President’s signature in accordance with the Bylaws or otherwise, represent BC Rugby at public or official functions, and have such other powers and duties as may from time to time be assigned to the President by the Board. The President shall be appointed for a two-year term by the Board, beginning immediately following an Annual General Meeting. A President may serve no more than two consecutive Terms, unless otherwise approved by the Voting Members by ordinary resolution.</p>	<p>The proposed changes in <u>Section 8 – Officers</u> simply reflect the change in title of the Vice President (Internal) to Vice President (Governance).</p>

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<p>(b) Vice President (Internal) – If appointed, the Vice President (Internal) shall oversee the governance and internal operations of BC Rugby. The Vice President (Internal) shall be appointed for a Term, alternating with the Vice President (Finance), beginning immediately following the Annual General Meeting, and may serve multiple consecutive Terms in that position.</p> <p>(c) Vice President (Finance) – If appointed, the Vice President (Finance) shall have banking, financial and risk management oversight of BC Rugby and such other powers and duties as the Board may specify. A Vice President (Finance) shall be appointed for a Term, alternating with the Vice President (Internal) beginning immediately following the Annual General Meeting, and may serve multiple consecutive Terms in that position.</p>	<p>(b) Vice President (Governance) – If appointed, the Vice President (Governance) shall oversee the governance and internal operations of BC Rugby. The Vice President (Governance) shall be appointed for a Term, alternating with the Vice President (Finance), beginning immediately following the Annual General Meeting, and may serve multiple consecutive Terms in that position.</p> <p>(c) Vice President (Finance) – If appointed, the Vice President (Finance) shall have banking, financial and risk management oversight of BC Rugby and such other powers and duties as the Board may specify. A Vice President (Finance) shall be appointed for a Term, alternating with the Vice President (Governance) beginning immediately following the Annual General Meeting, and may serve multiple consecutive Terms in that position.</p>	
<p>15.2 Rules of Procedure</p> <p>(a) The Board may make rules, from time to time, to direct the conduct of the business and affairs of BC Rugby, including the procedures to be followed by Board Committees or Management Committees.</p>	<p>15.2 Rules of Procedure</p> <p>(a) The Board may make rules, from time to time, to direct the conduct of the business and affairs of BC Rugby, including the procedures to be followed by Board Committees or Operational Committees.</p>	<p>This proposed change is to change the wording from “Management Committees” which are not mentioned anywhere else in the bylaws to “Operational Committees”.</p>

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