



# Big Brothers Big Sisters OF VICTORIA CAPITAL REGION

## NOTICE OF SPECIAL RESOLUTION OF BIG BROTHERS AND BIG SISTERS OF VICTORIA CAPITAL REGION

(the "Society")

The following special resolution will be proposed for approval at the Society's annual general meeting on November 5, 2024, at 6:00 p.m., at Burnside Gorge Community Center.

### **Amendments to Bylaws:**

BE IT RESOLVED as a special resolution that the Bylaws of the Society be amended as follows, to take effect upon the electronic filing of a Bylaw Alteration Application with the BC Registrar of Companies:

1. By deleting the words Board members in Part 2, Section 2 i, and substituting in place thereof the following word:

Directors

2. By deleting the words, his or her, in Part 2 Section 6 ii, iii, v, Section 7 Paragraph 4, and Part 5 Section 11 ii, and substituting in place thereof the following word:

their

3. By deleting the words, he or she has, in Part 2, Section 6 v, and substituting in place thereof the following words:

they have

4. By adding the following words to the end of the first paragraph of Part 2, Section 4:

and the text of any special resolution to be submitted to the meeting

5. By deleting in its entirety, the first sentence of Part 4 Section 3 and substituting in place thereof the following:

A quorum at a general meeting is two times the number of Board Directors plus one additional active member present.

*Big Brothers Big Sisters of Victoria Capital Region recognizes and respects the Lək̓ʷəŋən (Esquimalt and Songhees), Pacheedaht, Scia'new, T'Sou-ke and W̱SÁNEĆ (Malahat, Pauquachin, Tsartlip, Tsawout, Tseycum) people, whose traditional territories we live, work and play upon each day.*



# Big Brothers Big Sisters

## OF VICTORIA CAPITAL REGION

6. By deleting in its entirety, the second sentence in Part 4, Section 7, and substituting in place thereof the following:

An Active Member in good standing present at a general meeting, either in person or virtually, is entitled to one vote. Proxy voting is not allowed nor is voting by other means of communication.

7. By adding the following to Part 5, Section 2:

A designation, election or appointment of an individual as a Director is invalid unless:

- i. The individual consents in writing to be a Director of the society or
- ii. The designation, election, or appointment is made at a meeting that the individual attends and the individual does not refuse, at the meeting, to be a Director.

8. By deleting in their entirety, the words he or she resigns in Part 5, Section 9, and substituting in place thereof the following:

they resign

9. By inserting the following additions to Part 5:

### Section 12

A Director of society ceases to hold office when any of the following occurs:

- (a) in the case of a Director designated, elected or appointed for a term, the director's term of office expires;
- (b) in the case of a Director designated, elected or appointed without a term of office, unless the bylaws provide otherwise, at the close of the next annual general meeting after the director's designation, election or appointment;
- (c) the Director resigns or dies;
- (d) The director is removed from office in accordance with section 50 (1) of the Societies Act.

*Big Brothers Big Sisters of Victoria Capital Region recognizes and respects the Lək̓ʷəŋən (Esquimalt and Songhees), Pacheedaht, Scia'new, T'Sou-ke and W̱SÁNEĆ (Malahat, Pauquachin, Tsartlip, Tsawout, Tseycum) people, whose traditional territories we live, work and play upon each day.*



# Big Brothers Big Sisters

## OF VICTORIA CAPITAL REGION

(2) Unless the bylaws provide otherwise, a Director's term of office expires at the close of the next annual general meeting after the director's designation, election or appointment.

### Section 13:

A Director of a society who intends to resign must give the Director's resignation to the society in writing, and the resignation takes effect on the later to occur of the following:

- (a) the receipt by the society of the written resignation;
- (b) if the written resignation specifies that the resignation is to take effect on a specified date, on a specified date and time or on the occurrence of a specified event,

Unless the bylaws provide otherwise, if a director is removed from office under subsection (1), an individual may be elected or appointed, by ordinary resolution, to serve as Director for the balance of the term of the removed Director.

### **Authorization:**

BE IT RESOLVED as a special resolution that the Directors of the Society be authorized and directed to sign all documents and take all actions that are necessary or desirable in giving effect to the foregoing amendments to the Society's Bylaws.

*Please see attached an unofficial consolidation of the Society's Bylaws reflecting the foregoing amendments.*