

#1

Proposed Constitution Change

The purpose of the Society is:

To improve the quality of maternal and infant health services by distributing prenatal vitamins, information on relevant research projects and by developing standards and guidelines for non-profit health organizations providing Pregnancy Outreach Programs to the public.

Replaces or Amends

The purposes of the Society are:

- 1) The society exists to provide a vehicle to develop cohesiveness, collaboration and common standards among Pregnancy Outreach Programs in BC, and to promote and support maternal and infant health for the long-term benefit of our communities.
- 2) To advocate about matters that promote and support maternal and infant health.
- 3) To provide for the exchange of information and support among the members.
- 4) To promote and participate in the development of standards and guidelines for the management of Pregnancy Outreach Programs.
- 5) To promote public awareness of the philosophy and services of Pregnancy Outreach Programs; their need, value and efficacy.
- 6) To promote ongoing education and skill enhancement opportunities for members.
- 7) To promote research and development in the area of maternal and family health as defined by the World Health Organization (alma ata 1976).
- 8) To provide support, encouragement and assistance in the expansion and enhancement of Pregnancy Outreach Programs.
- 9) To solicit or otherwise encourage and to provide a medium for gifts, donations, bequests, endowments or other acquisition of funds and real and personal property of any kind for the purpose of furthering the interests and objectives of the society.

Rationale for the Proposed Amendment to the Constitution

As BCAPOP is in the process of applying for charitable status, the Charities Directorate of the Canada Revenue Agency has suggested that we amend the language in the constitution to the language stated above.

[rationale for constitution amendment continued on next page]



BCAPOP Proposed Constitution and Bylaw Amendments to be voted on at Extraordinary General Meeting

Per Canada Revenue Agency (in a letter dated March 4, 2020):

"The purposes set out in [BCAPOP] Constitution filed under the Societies Act of British Columbia dated October 26, 2018 are worded using broad and vague language that does not restrict it to activities that are considered charitable at law. To qualify for registration, an applicant must be established exclusively for charitable purposes and it must devote its resources to activities carried on to further those charitable purposes.

We suggest that the applicant delete its purposes in its Constitution filed under the Societies Act of British Columbia dated October 26, 2018 and replace them with:

- To improve the quality of maternal and infant health services by distributing prenatal vitamins, information on relevant research projects and by developing standards and guidelines for non-profit health organizations providing Pregnancy Outreach Programs to the public. It is our opinion that the above purpose would be acceptable for registration.

However, any change from the proposed wording might not be acceptable and may result in our denying B.C. Association of Pregnancy Outreach Programs's application for registration..."

In order to proceed with the application process, BCAPOP must provide the amended governing documents within 60 days of the date of the letter.

**BCAPOP Proposed Constitution and
Bylaw Amendments to be voted on
at Extraordinary General Meeting**

#2

Proposed Bylaw Amendment

Part 4 – Proceedings at General Meetings

22 (2) Voting is by show of hands and/or by electronic means, unless the members otherwise decide.

Replaces or Amends

Part 4 – Proceedings at General Meetings

22 (2) Voting is by show of hands, unless the members otherwise decide.

Rationale for the Proposed Bylaw Amendment

This amendment allows BCAPOP Members the ability to vote electronically, rather than only being able vote in person, or by proxy.

BCAPOP has been exploring ways to increase Program Member attendance at General Meetings, including being able to attend and participate in full, virtually.

#3

Proposed Bylaw Amendment

Part 5 – Directors and Officers

26 (1) The Society must have no fewer than three (3) and no more than seven (7) directors, with at least 50% of the directors being employed by a BCAPOP Program Member.

Replaces or Amends

Part 5 – Directors and Officers

26 (1) There shall be up to seven (7) directors: one (1) from each of the five (5) electoral districts: Fraser, Interior, Northern, Vancouver Coastal, and Vancouver Island; one (1) representative from a program funded by an Aboriginal funding agency; and one (1) professional representative who is either a registered health care professional (e.g. registered nurse, dietitian, midwife) or has a professional designation (e.g. lawyer, accountant), but who is not necessarily employed by a pregnancy outreach program or BCAPOP member OR an at-large representative.

Rationale for the Proposed Bylaw Amendment

By having a requirement of a minimum of 50% of BCAPOP directors being employed by a BCAPOP Program Member, it allows for flexibility and diversity of our Board by expanding our Board's skills, knowledge and experiences outside of that of its program members.

In addition, stating the minimum requirement of three (3) directors, better aligns us with the *BC Societies Act*.

**BCAPOP Proposed Constitution and
Bylaw Amendments to be voted on
at Extraordinary General Meeting**

#4

REMOVAL OF BYLAW 26(2)

Part 5 – Directors and Officers

26 (2) In the event a directors' position will be vacant longer than three (3) months, the directors may appoint a temporary director as per article 28(1) until a suitable replacement for that position is found.

Rationale for the Proposed Bylaw Deletion

This bylaw is not required; as its overall essence is reflected in existing Bylaw 28(1), which states:

28 (1) The directors may at any time appoint a member as a director to fill a vacancy in the directors. A director so appointed holds office until the next annual general meeting.

We are proposing to remove Bylaw 26(2) and use the language associated with existing Bylaw 28(1). By removing the 3-month timeframe, it empowers the Board to fill a vacancy immediately, if required, in order to ensure minimal impact to the Board's oversight responsibilities.

#5

REMOVAL OF BYLAW 27 (6)

Only Applicable if Proposed Amendment #3 Passes

Part 5 – Directors and Officers

27 (6) A director must be a full voting member of the society with the exception of an appointed member.

Rationale for the Deleted Bylaw

Should the proposed amendment to Bylaw 26(1) pass, Bylaw 27(6) in its current state would be contradictory. Because the membership requirements are stated in the proposed amendment to Bylaw 26(1), this Bylaw is no longer required.

**See below for BCAPOP Bylaws in full.
Proposed changes are tracked for
ease of reference.**

By-Laws of:
BC Association of Pregnancy Outreach Programs

Part 1 – Interpretation

1.
 - (1) In these bylaws, unless the context otherwise requires:
“**directors**” means the directors of the society for the time being;
“**Societies Act**” means the *Societies Act* of British Columbia from time to time in force and all amendments to it;
“**registered address**” of a member means the member’s address as recorded in the register of members;
“**pregnancy outreach program (POP)**” is defined as any program that provides support to perinatal women free of charge.
 - (2) The definitions in the Societies Act on the date these bylaws became effective apply to these bylaws.
2. Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

Part 2 – Membership

3.
 - (1) The members of the society are the applicants for incorporation of the society, and those organizations and persons who subsequently become members, in accordance with these bylaws and, in either case, have not ceased to be members.
 - (2) There shall be two kinds of membership in the BC Association of Pregnancy Outreach Programs.
4.
 - (1) **Program Member:** Programs that are recognized by the Association as a “Pregnancy Outreach Program” may apply to the Directors or their designate and upon acceptance by the Directors or their designate, the program becomes a voting member. A staff member of the Pregnancy Outreach Program will be appointed/elected as the voting member on behalf of the program.
 - (2) **Associate Member:** Any individual or group may apply to the directors for associate membership in the society and on acceptance by the directors shall be a non-voting member. An associate member shall be defined as an individual or group who supports the purposes of the Society or provides similar services. An associate member is non-voting and not eligible to sit as a board member.

5. Every member must uphold the constitution and comply with these bylaws.
6. Program and associate members shall pay annual dues as shall be determined by the board of directors. Program and associate memberships expire at the end of the fiscal year in which they were due.
7. An organization or a person ceases to be a member of the society;
 - (1) by delivering his or her resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society,
 - (2) in the case of dissolution of the program or
 - (3) on being expelled, or
 - (4) on having been a member in not good standing for 12 consecutive months.
8.
 - (1) A member may be expelled by a special resolution of the members passed at a general meeting.
 - (2) The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
 - (3) The member who is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
9. All members are in good standing except a member who has failed to pay his current annual membership fee within the deadline set by the board of directors, or other subscription or debt due and owing by him to the Society.

Part 3 – Meetings of Members

10. General meetings of the society shall be held at the time and place, in accordance with the *Societies Act*, as the directors decide.
11. Every general meeting, other than an annual general meeting, is an extraordinary general meeting.
12. The directors may, when they think fit, convene an extraordinary general meeting.
13.
 - (1) Notice of a general meeting shall specify the place, the day and the hour of the meeting, and, in the case of special business, the general nature of that business.

- (2) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of its members entitled to receive notice does not invalidate proceedings at that meeting.
14. The first annual general meeting of the society must be held not more than 15 months after the date of incorporation and thereafter an annual general meeting shall be held at least once every calendar year.

Part 4 – Proceedings at General Meetings

15. Special business is
- (1) all business of an extraordinary general meeting except the adoption of rules of order, and
 - (2) all business that is transacted at an annual general meeting, except,
 - (i) the adoption of rules of order,
 - (ii) the consideration of the financial statements,
 - (iii) the report of the directors,
 - (iv) the report of the auditor, if any,
 - (v) the election of directors,
 - (vi) the appointment of the auditor, if required, and
 - (vii) such other business as, under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the directors issued with the notice convening the meeting.
- 16.
- (1) No business, other than the election of a chair and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
 - (2) If at any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
 - (3) Quorum is 25% members present or a greater number that the members may determine at a general meeting.
17. If within 30 minutes from the time appointed for a member's meeting a quorum is not present, the meeting shall stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
18. Subject to By-Law 19, the president of the society, the vice-president, or in the absence of both, one of the other directors present shall preside as chair of a general meeting.
19. If at a general meeting:
- (1) there is no president, vice-president, or any other director present within 15 minutes after the time appointed for holding the meeting, or

- (2) the president and all the other directors present are unwilling to act as chair, the members present shall choose one of their number to be chair.
- 20.
- (1) A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
 - (2) When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
 - (3) Except as provided in this bylaw, it is not necessary to give notice of adjournment or of the business to be transacted at an adjourned general meeting.
- 21.
- (1) A resolution proposed at a meeting must be seconded, and the chair of a meeting may move or propose a resolution.
 - (2) In the case of an equality of votes, the chair shall not have a casting or second vote in addition to the vote to which he may be entitled as a member, and the proposed resolution shall not pass.
- 22.
- (1) A member in good standing present at a meeting of members is entitled to one vote.
 - (2) **Voting is by show of hands and/or by electronic means, unless the members otherwise decide.**
 - (3) Voting by proxy will be permitted. Members whose fees are paid for the current fiscal year shall be entitled to one vote each, in person or by proxy at any general meeting of the society. A form of proxy shall be attached to the Notice of Meeting. The appointment of each proxy shall be in writing by the appointer who shall be attested by at least one witness. The person appointed to be a proxy shall be a full voting member of the society.
23. A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative shall be reckoned as a member for all purposes with respect to a meeting of the society.
24. Except as provided in these bylaws, proceedings at General Meetings will be according to "Roberts' Rules of Order."

Part 5 – Directors and Officers

- 25.

Commented [BAC1]: This amendment allows BCAPOP Members the ability to vote electronically, rather than only being able to vote in person, or by proxy.

- (1) The directors may exercise all such powers and do all such acts and things as the society may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the society in general meeting, but subject, nevertheless, to the provision of:
- (i) all laws affecting the society,
 - (ii) these bylaws, and
 - (iii) rules, not being inconsistent with these by-laws, which are made from time to time by the society in general meeting.
- (2) No rule made by the society in general meeting invalidates a prior act of the directors that would have been valid if that rule had not been made.

26.

- (1) ~~There shall be up to seven (7) directors: one (1) from each of the five (5) electoral districts: Fraser, Interior, Northern, Vancouver Coastal, and Vancouver Island; one (1) representative from a program funded by an Aboriginal funding agency; and one (1) professional representative, one who is either a registered health care professional (e.g. registered nurse, dietitian, midwife) or has a professional designation (e.g. lawyer, accountant), but who is not necessarily employed by a pregnancy outreach program or BCAPOP member OR an at large representative. [The Society must have no fewer than 3 and more than 7 directors, with at least 50% of directors being employed by a BCAPOP Program member.]~~
- (2) ~~In the event a director's position will be vacant longer than three (3) months, the directors may appoint a temporary director as per article 28(1) until a suitable replacement from that electoral district is found.~~

Commented [BAC2]: 1) Aligns with BC Societies Act minimum requirement of 3 directors
2) By having a minum requirement of 50% being employed by a BCAPOP Program Member; it allows for flexibility in diversity of the Board's skill set, if needed.

Commented [BAC3]: Similar to bylaw28(1). 28(1) removes a timeframe, and allows for immediate Board action if required.

~~(2)(3)~~ The officers of the society shall be the President, Vice president, and Secretary/Treasurer.

~~(3)(4)~~ Unless otherwise provided by the members present at the annual general meeting, the officers shall be elected by the directors from among the directors at the first meeting of the directors following the annual general meeting and in the manner approved by the directors.

~~(4)(5)~~ The officer positions of President and Vice President must be held by a member. In the event that a member is unavailable to take on these roles, the directors may at any time appoint the professional representative as President or Vice President. An officer so appointed holds office until the next annual general meeting.

27.

- (1) Directors shall take office immediately following the close of the annual meeting at which they are elected. No director shall serve more than two (2) consecutive three-year terms.
- (2) The directors shall retire at the annual general meeting at the end of their term.

- (3) Any director shall be eligible to serve as an officer of this society so long as they shall not have served in that office for a period of time exceeding two (2) consecutive terms or as a director for a period of six (6) years, whichever is the greater.
- (4) An election may be made by acclamation; otherwise it must be by ballot.
- (5) If no successor is elected the person previously elected or appointed continues to hold office provided that person has been duly elected or appointed as provided for in the bylaws.
- (6) ~~A director must be a full voting member of the society with the exception of an appointed member.~~
- 28.
- (1) The directors may at any time appoint a member as a director to fill a vacancy in the directors. A director so appointed holds office until the next annual general meeting.
 - (2) The directors may at any time appoint a director to fill any officer vacancy. An officer so appointed shall hold office until the next annual general meeting.
- 29.
- (1) If a director or officer ceases to hold office, the remaining directors shall appoint a replacement in accordance with these bylaws.
 - (2) No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.
- 30.
- (1) The members may, by special resolution, remove a director, before the expiration of his office, and may elect a successor to serve to the next annual general meeting.
 - (2) The board may, by majority vote, remove a director before the expiration of his office for nonfulfillment of duties, and may appoint a successor to serve to the next annual general meeting.
- 31.
- No director or officer shall be remunerated for being or acting as a director or officer, but a director may be reimbursed for all expenses necessarily and reasonably incurred by him while engaged in the affairs of the society.

Part 6 – Proceedings of Directors

- 32.
- (1) The directors may meet together at such places as they think fit for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings as they see fit, and may hold meetings in whole or in part, by telephone or telephone conference call.

Commented [BAC4]: No longer required, as we specify requirements in amended bylaw 26(1).

- (2) The directors may from time to time fix the quorum necessary for the transaction of business, and unless so fixed the quorum shall be a majority of the directors then in office. Directors participating by telephone or telephone conference call shall be considered part of the quorum.
 - (3) The president shall be chair of all meetings of the directors unless the directors decide otherwise.
 - (4) A director may at any time, and the secretary on the request of a director shall, convene a meeting of the directors.
- 33.
- (1) The directors may delegate any, but not all, of their powers to committees consisting of such persons as they think fit, and may name the committee.
 - (2) A committee so formed in the exercise of the powers so delegated shall conform to any rules that may from time to time be imposed on it by the directors, and shall report every act or thing done in exercise of those powers to the directors.
34. Subject to the directions of the directors, the committee shall determine its own procedure.
35. The members of a committee may meet and adjourn as they think proper.
36. A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter, telegram, telex or cable, of any meeting of the directors and may, at any time, withdraw the waiver, and until the waiver is withdrawn:
- (1) no notice of meetings of directors shall be sent to that director, and
 - (2) any and all meetings of the directors of the society, notice of which has not been given to that director, shall, if a quorum of the directors is present, be valid and effective.
- 37.
- (1) Questions arising at any meeting of the directors and committee of directors shall be decided by a majority of votes.
 - (2) In case of an equality of votes, the chair does not have a second or casting vote.
38. No resolution proposed at a meeting of directors or committee of directors need be seconded, and the chair of a meeting may move or propose a resolution.
39. A resolution in writing, signed by all the directors and placed with the minutes of the directors, is valid and effective as if regularly passed at a meeting of directors.

40. It will be the responsibility of every director to declare a conflict of interest and failure to do so will result in his immediate expulsion from the board of directors except where in the opinion of the directors there was just cause why such a declaration could not be given.

Part 7 – Duties of Officers

- 41.
- (1) The president, or designate, shall preside at all meetings of the society and of the directors unless the members or directors decide otherwise.
 - (2) The president is the chief executive officer of the society.
42. The vice president, or designate, shall carry out the duties of the president during his absence.
43. The secretary, or designate, shall:
- (1) conduct the correspondence of the society;
 - (2) issue notices of meetings of the society and directors;
 - (3) keep minutes of all meetings of the society and directors;
 - (4) have custody of all records and documents of the society except those required to be kept by the treasurer;
 - (5) have custody of the common seal of the society;
 - (6) maintain the register of members.
44. The treasurer, or designate, shall:
- (1) keep such financial records, including books of account, as are necessary to comply with the *Societies Act*, and
 - (2) render financial statements to the directors, members and others when required.
- 45.
- (1) The offices of the secretary and treasurer may be held by one person who is to be known as the secretary treasurer.
46. Other officers, if any, shall perform such duties as the members decide.
47. The directors or members may add additional duties to any director or officer or transfer duties among directors or officers.
48. In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

Part 8 – Seal

49. The directors may provide a common seal for the society and they shall have the power from time to time to destroy it and substitute a new seal in place of the seal destroyed.
50. The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution or if no persons are prescribed in the presence of the president and secretary or president and secretary treasurer.

Part 9 – Borrowing

51. In order to carry out the purposes of the society, the directors may on behalf of and in the name of the society, raise or secure the payment or repayment of money in such manner as they decide, and in particular, but without limiting the generality of the foregoing, by the issue of debentures.
52. No debenture shall be issued without the sanction of a special resolution.
53. The members may by special resolution restrict the borrowing powers of the directors, but a restriction so imposed expires at the next annual general meeting.

Part 10 – Auditor

54. This part applies only where the society is required or has resolved to have an auditor.
55. The first auditor shall be appointed by the directors, who shall also fill all vacancies occurring in the office of auditor.
56. At each annual general meeting the society shall appoint an auditor to hold office until he is re-elected or his successor is elected at the next annual general meeting.
57. An auditor may be removed by ordinary resolution.
58. An auditor shall be informed forthwith in writing of appointment or removal.
59. No director and no employee of the society shall be auditor.
60. The auditor may attend general meetings.

Part 11 – Notices to Members

61. A notice may be given to a member, either personally, by fax, by email or by surface mail to the member at the member's registered address.

62. A notice sent by mail shall be deemed to have been given on the second day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle.
- 63.
- (1) Notice of general meeting shall be given to
 - (i) every member shown on the register of members on the day notice is given, and
 - (ii) the auditor, if Part 10 applies.
 - (2) No other person is entitled to receive a notice of general meeting.

Part 12 – Bylaws

64. After being admitted a member is entitled to a copy of the Constitution and By-Laws upon paying the sum of not more than (\$1.00) one dollar.
65. These bylaws shall not be altered or added to except by special resolution.