



NOTICE OF SPECIAL RESOLUTION

To: Members of the Memorial Society of British Columbia

Take notice that a special resolution to amend the bylaws of the Memorial Society of British Columbia (the “**Bylaws**”) will be moved at the Annual General Meeting of the Memorial Society of British Columbia to be held on November 5, 2022.

The special resolution seeks amendments to the Bylaws as they relate to holding meetings of members and voting by electronic means, and is in the form attached as Appendix “A” to this notice (the “**Special Resolution**”).

Background

The current Bylaws define the term, “Electronic Means”, as follows:

“**Electronic Means**” means any system or combination of systems, including but not limited to mail, telephonic, electronic, radio, computer or web-based technology or communication facility, that:

- (i) in relation to a meeting or proceeding, permits all participants to communicate with each other or otherwise participate in the proceeding contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location, and
- (ii) in relation to a vote, permits all eligible voters to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters.

In May of 2021, the BC *Societies Act* was amended to permit any member of a society to participate by electronic means in a meeting called by the society “unless the bylaws of a society provide otherwise.”

Current case law interpreting these amendments confirms that attendance at meetings and voting by electronic means will not be available if the society’s bylaws contemplate in-person meetings only, and do not explicitly permit and set out rules to govern voting by electronic means.

The current Bylaws may be ambiguous as to whether they contemplate in-person meetings of members only. To avoid any doubts, the Special Resolution is proposed to make explicit the ability of members to attend and vote at meetings by electronic means. A special resolution is a resolution passed at a general meeting by at least 2/3 of the votes cast by voting members **who are present**. For this current year, online members are not deemed to be present.

Dated this 3rd day of October, 2022

MEMORIAL SOCIETY of BRITISH COLUMBIA

949-49 Avenue West Vancouver BC V5Z 2T1

www.memsoc.org

Tel: 604-733-7705, 1-888-816-5902



Appendix “A”

MEMORIAL SOCIETY OF BRITISH COLUMBIA

SPECIAL RESOLUTION TO CONFIRM MEETINGS OF MEMBERS BY ELECTRONIC MEANS

November 5, 2022

WHEREAS:

- a) The Memorial Society of British Columbia (“**MSBC**”) is a pre-existing society as defined and governed by the *Societies Act*, S.B.C. 2015, c. 18 (the “**Act**”);
- b) The Act was amended by the *Finance Statutes Amendment Act (No. 2)*, 2021, S.B.C. 2021, c. 14 to, among other things, specifically recognize the ability of societies to hold members’ meetings fully or partially by electronic means;
- c) MSBC’s bylaws (the “**Bylaws**”) expressly contemplate holding meetings by electronic means; however, there may be some ambiguity under the Bylaws as to whether the Bylaws permit electronic meetings of members; and
- d) MSBC wishes to avoid any ambiguity under its Bylaws and expressly confirm by amendments to the Bylaws that meetings of its members may be held fully, or partially, by electronic means.

NOW THEREFORE BE IT RESOLVED AS A SPECIAL RESOLUTION OF MSBC:

1. That Bylaw 3 be amended to add the following section:

“3.1.1 The Board may determine, in its discretion, to hold any general meeting in whole or in part by Electronic Means, so as to allow some or all participants to participate in the meeting remotely. Where a general meeting is conducted by Electronic Means, the Society must take reasonable steps to ensure that all participants are able to communicate and participate in the meeting.”
2. That Bylaw section 3.6 be amended to add the following underlined phrase:

“Notice of a general meeting will specify the place (if the meeting is not to be held wholly by Electronic Means), the day and the time of the meeting and will include the text of every Ordinary and Special Resolution to be proposed or considered at that meeting”

MEMORIAL SOCIETY of BRITISH COLUMBIA

949-49 Avenue West Vancouver BC V5Z 2T1

www.memsoc.org

Tel: 604-733-7705, 1-888-816-5902



3. That Bylaw section 4.5 be amended to add the following underlined phrase:

“Quorum at a general meeting is twelve (12) Active Members present and in good standing on the date of the meeting. Any Active Member participating by permitted Electronic Means is deemed to be present in person at a general meeting.”

4. That Bylaw section 5.3 be amended as follows:

- A) to delete the word, “or”, in subsection 5.3 (a), as shown by the strikethrough indicated below;
- B) to add the word, “or” in subsection 5.3 (b), as underlined and indicated below; and
- C) to add the following underlined subsection (c):

“5.3 Voting on matters at a general meeting may occur by any one or more of the following mechanisms, in the discretion of the Board:

- a) by show of hands or voting cards; ~~or~~
- b) by ballot vote; or
- c) by Electronic Means;

except that if, before or after such a vote conducted by (a), 2 or more voting members request a secret ballot vote or a secret ballot vote is directed by the Chair of the meeting, voting must be by ballot vote in such a way as to be impossible for those in attendance at the meeting to identify how a given Member voted.”

These resolutions are certified by Cindy Oxenbury, president of the Memorial Society of British Columbia, as having been passed as a Special Resolution in accordance with the bylaws of the Memorial Society of British Columbia and the *Societies Act* of British Columbia on November 5, 2022.

November, 2022

Cindy Oxenbury

Dated this ____ day of

MEMORIAL SOCIETY of BRITISH COLUMBIA

949-49 Avenue West Vancouver BC V5Z 2T1

www.memsoc.org

Tel: 604-733-7705, 1-888-816-5902