



**Proposed changes to the MSA Society for Community Living Constitution and Bylaws
 for resolution at the 2024 Annual General Meeting as follows:**

Reference item#	Proposed change(s)	Details
2.2	<p>ACTIVE</p> <p>Any person who is interested in and supportive of the goals of the MSA Society for Community Living shall be awarded an active membership upon the completion of a membership application form and the acceptance of the membership by the Board of Directors. Active members shall have full voting rights.</p> <p>2.2.1 A registry of members will be maintained by the Society to include:</p> <p>(a) The member’s contact information including full name and residence address;</p> <p>(b) the date on which a person is admitted as a member;</p> <p>(c) the date on which a person ceases to become a member.</p>	<p>The Registrar of Societies requires us to add the RED wording to clarify what information we collect from the membership.</p>
2.5	<p>All applicants for membership shall be submitted to the Board of Directors and, upon approval by the board, the applicant shall be a member in good standing, subject to Section 5.1</p>	<p>Updating clause in RED to indicate that all applications for membership are approved by the Board.</p>
4.7	<p>Voting for the vacant Directorships shall be held by secret ballot. If there are not sufficient nominees to fill the vacant positions, no vote shall be held and the Nominating Committee shall direct the President to declare the elected. Upon collection of all ballots, those nominees receiving the plurality of votes shall be declared elected to vacant positions. If there should be a tie for the final vacancy, then a new ballot including only those nominees who were tied in count on the previous ballots, shall be circulated and another vote held for the final vacancy.</p>	<p>Updating spelling error from “where” to “were”</p>
6.5	<p>Proxy votes will be accepted on motions where the bylaws do not stipulate that the voting members must be present at the meeting. No member present at the meeting can have more than 5 proxy votes.</p>	<p>This clause to be removed in its entirety.</p>
6.5	<p>Method of voting at meetings – at every meeting every resolution shall be decided by a raising of the voting paddle (provided to all eligible voting members upon registration to the meeting). The meeting Chairperson shall have a vote and in the event of an equality of votes the Chairperson shall have a casting vote. Voting by proxy is not permitted.</p>	<p>Replace 6.5 with this wording</p>
7.5	<p>Any Officer shall be eligible for annual re-election, with the recommendation that the President serve for a maximum of three consecutive terms.</p>	<p>Re-numbering, no change in wording</p>

<p>9.1</p> <p>9.1.1</p> <p>9.1.2</p> <p>9.1.3</p> <p>9.1.4</p>	<p>Meetings of the Board of Directors shall be held at regular intervals, as it shall be determined.</p> <p>A member of the directors who is directly or indirectly in a proposed contract or transaction with the Society shall disclose fully and promptly the nature and extent of his/her interest to each member of the directors and otherwise comply with the requirements of the Societies Act. A member of the board must reveal any conflict of interest - under the provisions of the Societies Act - and will be excused from voting, at the direction of the chair.</p> <p>If a director or senior manager is reasonably unaware of a conflict of interest, they are not required to disclose that conflict. Directors can ask a conflicted director or senior manager to remain in a board meeting to provide information. A single director can ask the conflicted person to stay unless the bylaws provide for a different number of directors who must agree. Any director (or manager) present at the meeting who is alerted to a potential conflict of interest by another director should acknowledge this conflict - if verified - and will not be permitted to vote or speak to the issue.</p> <p>Alternative directors or proxy voting at director’s meetings will be prohibited.</p> <p>A quorum of the Board at any such Meeting shall be fifty (50) percent of the total number of Directors in office at the time of such meeting but there shall not be less than four (4) Board members present to constitute a quorum at any time.</p>	<p>The Registrar of Societies requires us to add the RED wording with regards to conflict of interest. Numbering has been updated to accommodate the sub-items.</p>
<p>9.2</p>	<p>The current 9.4 – 9.9 to be re-numbered to accommodate the changes.</p>	<p>No wording changes, just renumbering in sequential order.</p>
<p>17.</p>	<p><u>DISSOLUTION</u></p> <p>In the event of dissolution or winding up of this Society, by resolution by the general membership of MSA Society for Community Living and in compliance with the Society Act procedures, all of its remaining assets after payment of debts or liabilities shall be distributed to one or more charitable organizations or charitable foundations recognized under the provisions of the Income Tax Act and engaged in work on behalf of people with developmental disabilities. This provision was previously unalterable.</p>	<p>Spelling, add a “S”</p> <p>One of the major changes to the Registrar of Societies is with reference to dissolution of the Society. We have added the wording in “red” to accommodate the Registrars requirement.</p>