

## Report of the Governance Committee/Presentation of Amendments to Bylaws August 2025

The Governance Committee reviewed the Society's Bylaws and determined there were areas that were inconsistent with the current Non-Profit Corporations Act (NPCA) and/or with best practices. The Governance Committee made recommendations for changes which were reviewed and approved by the Board. The revised Bylaws are presented to the AGM for adoption. In the version circulated, all words in red font with strikethrough are to be removed, and all words in red font are to be added.

The proposed changes include:

1. The addition of the Definitions/Interpretation section.
2. Article V: the phrase "in good standing" is removed since the Society has no definition of "good standing" beyond that already included in the definition of Membership. Article V is updated to align with the language of the NPCA, specifically with respect to the list of disqualifications for election to the Board, and with respect to the resignations of Officers or Directors and the process for filling vacancies so created.
3. Article VI:
  - a. The term length of Officers is changed to one year, reflecting actual practice and avoiding potential issues relating to expiry of terms.
  - b. Removal of the Secretary and the Past President from the list of Officers. The NPCA does not require the position of Secretary, and the duties listed thereunder in the Society's previous Bylaws have been assigned to the role of President. The Past President may or may not have time remaining in their term of office at the time that they cease to be the President and therefore should not be assigned a formal role as an Officer.
  - c. Clarifying that the duties of Officers may be delegated, but the duties of Directors cannot be delegated.
4. Article VII: addition to clarify the full delegated authority of the CEO.
5. Article VIII: removed the section regarding appointments to Other Organizations because it is not a Board function.
6. Article IX: removed reference to the Music Director because the position of Music Director is a staff position, solely under the authority of the CEO. The Board has no direct relationship with the Music Director.
7. Article X: clarified the processes to be followed for voting at both in-person and virtual (electronic) meetings, aligned with the NPCA.
8. Article XI: the duties of the Auditor were incorrectly stated. The revised language has been proposed by the Society's Auditors and is aligned with professional

standards. This Article is also revised to clarify the Board's role in establishing policies governing borrowing, securing payments, and investing.

9. Article XII: added the requirement that Bylaws be filed with the Information Services Corporation (ISC)—this has always been done, but was not stated in the Bylaws and is a requirement of the NPCA.
10. Article XIII: revised to be consistent with actual practice.