



## THE VANCOUVER INTERNATIONAL WRITERS FESTIVAL SOCIETY

### NOTICE OF SPECIAL RESOLUTIONS

To: Members of The Vancouver International Writers Festival Society (the "Society")

A special resolution to amend the bylaws of the Society (the "Bylaws") will be moved at the Annual General Meeting of the Society to be held on May 7, 2024. The special resolution is in the form attached as Appendix "A" to this notice (the "Special Resolution") and seeks amendments for two purposes:

- 1) change the provisions in the Bylaws regarding notice of members' meetings, to conform to the amended requirements in the *Societies Act* (British Columbia) for giving notice electronically; and
- 2) change the Bylaw regarding the Secretary-Treasurer position to correct for missing words.

#### 1) Notice for Members' Meetings

Section 77 of the *Societies Act* sets out requirements for giving notice of a general meeting. It was amended in May 2023 and now contains an exception for societies with more than 100 members, which permits notice to be sent by email provided it is also posted on the website, and provided that this method of notice is permitted by the bylaws.

In order for the Bylaws to conform with Section 77 the *Societies Act*, the proposal is to amend Bylaw 13 by adding a new subsection (3) as shown underlined below:

13. (1) Notice of a general meeting shall specify the place, the day and the hour of meeting, and, in 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 the members entitled to receive notice does not invalidate proceedings at the meeting.

(3) If the Society has more than 100 members, notice of a general meeting will be deemed to have been sent to all members if:

- (a) notice is sent to every member for whom the Society has an email address in the register of members, by email to that email address; and
- (b) notice of the meeting is posted throughout the period commencing at least 21 days before the meeting and ending when the meeting is held, on a website that is maintained by or on behalf of the Society and is accessible to all of the members of the Society.

#### 2) Missing words in Bylaw 44

Bylaw 44 currently reads:

44 (1) The offices of secretary-treasurer holds office the total number of directors shall not be less than 5 or such greater number as may have been determined pursuant to By-law 25(2).

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This is a standard provision in bylaws for BC societies, but at some point in the development of the Bylaws some words appear to have been inadvertently dropped.

The proposal is to amend Bylaw 44 to read as follows:

44 (1) The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.

(2) If a secretary treasurer holds office, the total number of directors must not be less than three or the greater number that may have been determined under bylaw 25.

**Appendix A**

BE IT RESOLVED, AS A SPECIAL RESOLUTION of the Society that the Bylaws of the Society be amended as follows:

1. To amend Bylaw 13 of the Society by adding the following as subsection (3):

(3) If the Society has more than 100 members, notice of a general meeting will be deemed to have been sent to all members if:

- (a) notice is sent to every member for whom the Society has an email address in the register of members, by email to that email address; and
- (b) notice of the meeting is posted throughout the period commencing at least 21 days before the meeting and ending when the meeting is held, on a website that is maintained by or on behalf of the Society and is accessible to all of the members of the Society.

2. To delete current Bylaw 44 of the Society and to replace it with the following:

44 (1) The offices of secretary and treasurer may be held by one person who is to be known as the secretary treasurer.

(2) If a secretary treasurer holds office, the total number of directors must not be less than three or the greater number that may have been determined under bylaw 25.