



2021 Summary of Bylaw Amendments

The Board of Directors decided to review and update FIPA's Bylaws as part of our governance work for this year. This document provides an overview of the substantive proposed changes.

The Board of Directors retained legal counsel to review the proposed amendments, and counsel provided advice and recommendations. Counsel informs us that the proposed bylaws are consistent with current best practices and in compliance with the Societies Act.

Gender-neutral language

The current bylaws included references to the 'chairman' and use 'he' or 'he or she'. In keeping with current practices, and reflecting our commitment to diversity, equity, and inclusivity, our proposed bylaws replace these references with 'they'.

Reference: See, for example:

- Current FIPA Bylaw (4.01) 1), which states that "No business, other than the election of a chairman and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present".
- Proposed FIPA Bylaw 4.1.1. replaces this with "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."

Clarified and consistent definitions, terms, and numbering

Part 1 of the Bylaws includes a list of definitions, and these definitions have been applied throughout the document. For example, references to ‘Directors’ and ‘The Board of Directors’ have been replaced with a consistent reference to ‘The Board’. This revision is in keeping with current best practices, and it helps to avoid confusion. Additionally, we have proposed a consistent numerical numbering format for the Bylaws, replacing the previous mix of numbers and Roman numerals. This keeps things clear and consistent.

- Reference: See Part 1 of Proposed FIPA Bylaw.

Distinguishing Members and Donors

The current bylaws suggest that an individual becomes a member of the Society when they pay the membership dues or make a donation that is equal to the membership dues. This creates complications for membership and donor recruitment. We want to practice our commitment to consent as a key principle, and this means making it clear to people when and how they become Members. Proposed bylaws clarify that membership is triggered when an individual (or organization) requests membership and pays the appropriate dues. This is separate from donations. Members can also be donors, of course, and it is possible for individuals to make recurring monthly donations to FIPA. The proposed bylaw change will help FIPA to run donation drives.

Reference:

- Current FIPA Bylaw (2.05) 2) reads “Individual member - a person of age 16 or over who has paid the membership fee or donated more than the membership fee if any”.
- Proposed FIPA Bylaw 2.5.1 replaces this with “Individual member - a person of age 16 or over who has paid the membership fee”.

Membership Classes

The current bylaws include references to Charter Members and Junior Members. FIPA does not have any record of Charter Members, and this category is omitted in the proposed bylaws. Instead of having a separate category for Junior Members, the board is proposing that all persons over the age of 16 simply be considered Individual members, with equal rights and privileges. This still gives the Board the discretion to offer a reduced membership fee for young persons.

Reference:

- Current FIPA Bylaw 2.05 identifies current classes of membership.
- Proposed FIPA Bylaw 2.5 identifies proposed classes of membership.

Membership cessation

The proposed bylaws indicate that a person ceases to be a member of FIPA upon their death. The current bylaws do not mention this, and this can result in Honorary Members remaining Members posthumously.

Reference:

- Proposed FIPA Bylaw 2.7.4 provides for the cessation of membership upon death.

Proxy votes

The current bylaws indicate that valid proxies must be submitted to the Society's registered office by noon the day before a General Meeting. This is outdated. The proposed bylaws require proxies to be submitted according to policy established by the Board. This will allow us to receive and validate proxies electronically, which will be more convenient for members.

Reference:

- Current FIPA Bylaw (4.06) reads "To be eligible to vote by proxy the proxy must be submitted to the Society's office by noon the day before the General Meeting. If a membership has lapsed it may be renewed to be eligible for a proxy vote."
- Proposed FIPA Bylaw 4.6 reads "To be eligible to vote by proxy the proxy must be submitted according to a policy established by the Board."

Responsibilities and powers of the Board

The current bylaws include a section on the Powers of Directors. This section has been omitted from the proposed bylaws, as the powers and responsibilities of the Board are set out in the Societies Act. By referring directly to the Societies Act, we ensure that our understanding of the responsibilities and powers of the Board are consistent with the current legislation.

Reference:

- Current FIPA Bylaw section (5.01) sets out the Powers of Directors.
- This section has been deleted from Proposed FIPA Bylaw.

Board committees

The proposed bylaws clarify that committees established by the Board exist to make recommendations to the Board, and they do not possess any delegated authority. The current bylaws suggest that some, but not all, powers of the Board may be delegated to a committee. This change helps to clarify the role of committees while ensuring that the Board as a whole retains its full fiduciary responsibilities and powers.

Reference:

- Current FIPA Bylaw (6.05) 1) states that “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”.
- Proposed FIPA Bylaw 6.5.1 reads “The Board may establish such Committees, consisting of Directors and other persons, as it may from time to time think fit, and may name such Committees and specify the duties to be performed by them.” and bylaw 6.5.2 further clarifies that “A Committee established by the Board is restricted to making recommendations to the Board, and may not assume any of the powers of the Board”.