



Proposed Bylaws – Summary of Changes

CAREB’s incorporation under the *Canada Not-for-Profit Corporations Act* means the Association has specific legal obligations with respect to:

- governance
- decision-making and record-keeping, and
- financial management.

Financial management will be addressed by the Treasurer in greater detail. Essentially, our financial management system, record-management and reporting will have to be more detailed, transparent and auditable. In addition, CAREB must meet externally imposed, financial reporting requirements. To simplify these as much as possible, we are proposing a change in CAREB’s financial year from April 1 to March 31 to January 1 to 31 December. Among other things, the financial activity associated with the conference and annual general meeting will no longer straddle two separate financial years. This change is reflected in the proposed by-laws (Article II.3).

Despite our new status and obligations under the *Canada Not-for-Profit Corporations Act*, both sets of bylaws are very similar in spirit and intent. Generally, the proposed bylaws are longer and more elaborate because they include more details about how CAREB will conduct its business. In addition, our bylaws need to be consistent with both the Act and our articles of incorporation.

A high-level comparison of the current and proposed bylaws is provided in the following table.

Current Bylaws	Proposed Bylaws
	The material in Article 1 – Interpretation and Article 2 – General is all new
Article 12 – Language states that the Association will conduct its business in both of the official languages of Canada	The proposed bylaws are silent on language. If the bylaws were to state that the Association will conduct its business in both of the official languages of Canada then CAREB would be legally obliged to provide all its materials in French and English and we do not have the resources to do this. However, CAREB’s policies will commit the Association to conducting business in English and French wherever resources permit.
Article 1 – There are two classes, members and associate members	Article 3.2 One class of members only 3.3 – 3.6 is all new material
Article 8 – Annual and special meetings of the membership, quorum, and notice are all described in this section.	Article 4 – This describes annual and special meetings of the membership. Article 12 describes how notice will be given for all meetings.

	<p>Members may submit notice of proposals they wish to raise at the annual general meeting.</p> <p>Notice period is 21 days rather than three months.</p> <p>Absentee voting is described in 4.13 and is new.</p>
<p>Article 3 – Governance describes the Board of Directors and the Officers, the meetings of the Board and the election process.</p> <p>Officers & Directors are elected by members simultaneously. Currently, not only does the membership elect the Officers, CAREB also has <i>ex officio</i> Directors.</p>	<p>Article 5 describes the Board of Directors Article 7 describes meetings of Directors Article 8 describes how officers are chosen. Article 9 describes the offices.</p> <p>Directors are elected by members Directors will elect officers, who must be directors, excluding the Secretary.</p>
<p>Article 7 describes CAREB’s Committees in detail</p>	<p>Article 6 provides for establishment of committees by the Board of Directors. Detailed descriptions of CAREB’s committees will be included in policy documents not the bylaws.</p>
	<p>Article 10 Conflict of Interest is new</p>
<p>Article 4 Indemnity</p>	<p>Article 11 Protection of Directors, Officers and Others.</p>
<p>Article 14 - Dissolution</p>	<p>Article XVI - Dissolution</p>
	<p>Article 13 – Dispute Resolution, Article 14 – Special Resolutions and Article 15 – By-law and Effective Date are all new.</p>