



Association of
Visual Language Interpreters
of Canada

www.avlic.ca

AVLIC BYLAWS - A COMPARISON

Background: All corporations incorporated under the old legislation must transition to the *Canada Not-for-profit Corporations Act (NFP Act)* by October 17, 2014. The new *NFP Act* establishes a new set of rules for federally incorporated not-for-profit corporations in Canada. These new rules replace Part II of the *Canada Corporations Act (old Act)*, the law that has governed federal corporations for nearly a century. The rules under the *NFP Act* are modern, flexible and more suited to the needs of the not-for-profit sector. The complete *NFP Act* can be found on the Industry Canada website: <http://laws.justice.gc.ca/eng/acts/c-7.75/>.

Federal not-for-profit corporations benefit from:

- A clear set of rules that govern the internal affairs of federal not-for-profit corporations
- Less red tape with simplified processes
- More flexibility to make fundamental changes that were not permitted under the old Act
- A more objective standard for directors in carrying out their duties and responsibilities that will reassure individuals who decide to be on a board of directors.¹

AVLIC's Bylaw No. 1 was proposed and ratified by the membership at the June 22, 2013, Annual General Meeting in Toronto, Ontario, in order to work in conjunction with the *NFP Act*. These bylaws were formally recognized by Corporations Canada (Industry Canada) on July 10, 2013. AVLIC must now abide by both the new Bylaw No. 1 and the *NFP Act*. A copy of the Bylaw No. 1 can be found on the AVLIC website: http://www.avlic.ca/sites/default/files/docs/2013-06_SCHEDULE_B-CNCA_Bylaw_No1.pdf.

Purpose of this Document: To explore and compare the similarities and differences of AVLIC's old bylaws as ratified in 2007 to the new Bylaw No. 1 approved and enacted in 2013. Please note that the AVLIC Board and members will need to be familiar with both the *NFP Act* and the AVLIC bylaws to run the Association. The new *NFP Act* is intended to cover all basic governing issues for not-for-profit corporations under the new legislation; some governing issues can, however, be written in different ways depending on the needs of the not-for-profit corporation. The bylaws are therefore intended to be a document that identifies individualized preferences for not-for-profit corporations.

Though the attempt is to describe all considerable differences, it is possible that some points have been overlooked. Please take the time to look through the actual bylaw documents and familiarize yourself with the governing rules of our association.

Key:

OLD Bylaws	NEW Bylaw Under New Legislation	COMMENTS
We will walk through the OLD bylaws and list those points which differ	This will list the related points in the new bylaw	Short synopsis of difference between OLD and NEW bylaws with references to <i>NFP Act</i> .

¹ As described on the Corporations Canada website: <http://www.corporationscanada.ic.gc.ca/eic/site/cd-dgc.nsf/eng/cs04958.html>

IMPORTANT NOTE: Sections not listed in the new Bylaw No. 1 are either already defined in the *Canada Not-for-Profit Corporations Act* and therefore do not require reiteration in the bylaws.

Let's begin the comparison:

OLD Bylaws	NEW Bylaw Under New Legislation	COMMENTS
Article I - Corporate Seal		
1.01 The seal shall be the seal of the Association of Visual Language Interpreters of Canada.	No seal is required.	
Article II - Conditions of Membership		
2.01 Active voting membership shall be open to interpreters who currently provide visual language interpreting services and whose application has been approved by the Board of Directors. The Board of Directors will approve applications for Active membership from interpreters who are graduates of an interpreter education program or who meet the defined criteria. Active Voting Members shall have one (1) vote. Dual membership in both the Corporation and an Affiliate Chapter of the Corporation is mandatory for Active Voting Members living in provinces or territories with Affiliate Chapters. Eligible Active members who live in a province or territory in Canada where there is no Affiliate Chapter may become Active Voting Members under the terms of the In-Lieu-of-Affiliate Chapter Membership Policy.	2.1 i) Class A – Active Members Active voting membership shall be open to interpreters who currently provide visual language interpreting services and whose application has been approved by the Board of Directors. The Board of Directors will approve applications for Active membership from interpreters who are graduates of an interpreter education program or who meet the defined criteria. Active Voting Members shall have one (1) vote. Dual membership in both the Corporation and an Affiliate Chapter of the Corporation is mandatory for Active Voting members living in provinces or territories with Affiliate Chapters. Eligible Active members who live in a province or territory in Canada where there is no Affiliate Chapter may become Active Voting Members under the terms of the In-Lieu-of-Affiliate Chapter Membership Policy.	Same
2.02 Student membership is open to individuals who are currently enrolled in an interpreter education program. Student Members must uphold the objectives of the Association. Dual membership is mandatory in both the Corporation and an Affiliate Chapter	2.1 ii) Class B – Student Members Student membership shall be available only to individuals currently enrolled in an Interpreter Education Program and who have applied and have been accepted for Student membership in the Corporation and who have paid such fees as may be set from time to time by the Board.	Minor wording differences to be congruent with other membership categories. NEW clarifies that Student members are not eligible to vote

OLD Bylaws	NEW Bylaw Under New Legislation	COMMENTS
<p>for students living in provinces or territories with Affiliate Chapters. Eligible Student members who live in a province or territory in Canada where there is no Affiliate Chapter may become Student Members under the terms of the In-Lieu-of-Affiliate Chapter Membership Policy.</p>	<p>Student members will not be eligible to vote. Dual membership in both the Corporation and an Affiliate Chapter of the Corporation is mandatory.</p> <p>The term of membership of a Student member shall be annual, subject to renewal in accordance with the policies of the Corporation.</p> <p>Student members shall be entitled to receive notice of and attend at meetings of members but, subject to the provisions of the Act (s.199 (2)), not entitled to vote.</p>	
<p>2.03 Any organization of Visual Language Interpreters upon approval by the Board of Directors may become an Affiliate Chapter Member of the Corporation by submitting a copy of its Constitution and Bylaws demonstrating that it has similar aims and objectives. Affiliate Chapter Members shall designate one (1) voting representative to attend meetings. The Affiliate Chapter Member has three (3) votes which shall be exercised by the Affiliate Chapter Member Representative. All Affiliate Chapter Member Representatives shall be Active Voting Members and shall have their own individual vote as well as the three (3) votes which they have in their capacity as the representative of their Affiliate Chapter.</p>	<p>2.1 iii) Affiliate Chapter Members Affiliate Chapter membership shall be available only to a signed language interpreting organization which submits a copy of its Constitution and bylaws demonstrating that it has similar aims and objectives and whose applicant has been accepted by the Board and have paid such membership fees as may be determined by the Board from time to time.</p> <p>The term of membership of an Affiliate Chapter member shall be annual, subject to renewal in accordance with the policies of the Corporation.</p> <p>Each Affiliate Chapter member is entitled to receive notice of, attend and vote at all meetings of members and each such member shall be entitled to three (3) votes at such meetings. Affiliate Chapter members shall designate one (1) Class A member to attend AVLIC meetings to represent the Affiliate Chapter and vote on behalf of the Affiliate Chapter.</p>	<p>Wording differences. NEW mentions Affiliate Chapter membership is renewed annually.</p>
<p>2.04 Eligible Voting Members consist of Active Voting Members and Affiliate Chapter Members.</p>	<p>2.1 i) Class A – Active Members Active voting membership shall be open to interpreters who currently provide visual language interpreting services and whose</p>	<p>Wording differences. NEW mentions Affiliate Chapter membership is renewed annually.</p>

OLD Bylaws	NEW Bylaw Under New Legislation	COMMENTS
	<p>application has been approved by the Board of Directors. The Board of Directors will approve applications for Active membership from interpreters who are graduates of an interpreter education program or who meet the defined criteria. Active Voting Members shall have one (1) vote. Dual membership in both the Corporation and an Affiliate Chapter of the Corporation is mandatory for Active Voting members living in provinces or territories with Affiliate Chapters. Eligible Active members who live in a province or territory in Canada where there is no Affiliate Chapter may become Active Voting Members under the terms of the</p> <p>2.1 iii) Affiliate Chapter Members Affiliate Chapter membership shall be available only to a signed language interpreting organization which submits a copy of its Constitution and bylaws demonstrating that it has similar aims and objectives and whose applicant has been accepted by the Board and have paid such membership fees as may be determined by the Board from time to time.</p> <p>The term of membership of an Affiliate Chapter member shall be annual, subject to renewal in accordance with the policies of the Corporation.</p> <p>Each Affiliate Chapter member is entitled to receive notice of, attend and vote at all meetings of members and each such member shall be entitled to three (3) votes at such meetings. Affiliate Chapter members shall designate one (1) Class A member to attend AVLIC meetings to represent the Affiliate Chapter and vote on behalf of the Affiliate Chapter.</p>	
2.05 Membership fees or dues shall be set by the Board of Directors as declared at		The original Bylaw No. 1 proposed at the 2013 AGM included this stipulation. The

OLD Bylaws	NEW Bylaw Under New Legislation	COMMENTS
the General Meeting of the Corporation.		<p>Special Resolution motion was defeated. A new Special Resolution was put forward using the language for Active Membership criteria found in the old bylaw. Unknowingly the provision to set the membership fees was not reinstated. A new motion will be brought forward to the 2014 AGM to re-establish the provision that membership dues shall be set by the Board at a General Meeting of the Corporation.</p> <p><i>NFP Act Part 5 Corporate Finance Section 30 describes the ability to collect annual membership dues.</i></p>
<p>2.06 Any Member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of the same with the secretary of the Corporation.</p>	<p>2.2 Termination of Membership A membership in the Corporation is terminated when:</p> <ul style="list-style-type: none"> • The member dies or resigns; • The member is expelled or their membership is otherwise terminated in accordance with the articles, bylaws or policies; • The member's term of membership expires; or • The Corporation is liquidated and dissolved under the Act. <p>2.4 Membership Transferability A membership may only be transferred to the Corporation. Any member of any class is entitled to resign at any time, by notice in writing to the Secretary, but will not be entitled to a prorated refund of fees paid.</p>	<p>2.06 under the old legislation did not reflect current practices.</p> <p>However, <i>NFP Act Directors and Officers Section 129</i> stipulates that a director must submit a resignation letter in writing.</p>
<p>2.07 Any Member who violates the Objectives, the Bylaws or the rules as determined by the Board of Directors, approved by the membership and set out in the Corporation's Policy Manual may be deprived of his/her membership</p>	<p>2.2 Termination of Membership A membership in the Corporation is terminated when:</p> <ul style="list-style-type: none"> • The member dies or resigns; • The member is expelled or their membership is otherwise terminated in 	<p>Reworded with more context. Dispute Resolution Process will outline the processes in more detail.</p> <p><i>NFP Act Part 9 Directors and Officers Sections 156-157</i> describes the</p>

OLD Bylaws	NEW Bylaw Under New Legislation	COMMENTS
upon written notification of the Board of Directors.	<p>accordance with the articles, bylaws or policies;</p> <ul style="list-style-type: none"> • The member's term of membership expires; or • The Corporation is liquidated and dissolved under the Act. 	termination of membership and his or her rights.
2.08 At any meeting of the Members the Chairperson shall not be permitted to vote except in the case of an equality of votes in which case the Chairperson shall cast the determining vote.		<p>This stipulation is set out in Robert's Rules of Order, which AVLIC adheres to. However, the <i>NFP Act</i> allows every member (that is Class A and C) to be entitled to vote.</p> <p><i>NFP Act</i> Part 10 By-Laws and Members Section 154(5) Right to Vote: Unless the articles otherwise provide, each member is entitled to vote at a meeting of the members.</p>
Article III - Head Office		
3.01 The head office of the Corporation shall be at such place in Canada as may be designated by the Board of Directors.	This is a stipulation found in <i>NFP Act</i> and is not required to be written in the bylaws.	<i>NFP Act</i> Part 3 Capacity and Powers Section 16 and Part 4 Registered Office and Records Section 20.
Article IV - Board of Directors		
4.01 The property and business of the Corporation shall be managed by a Board of no less than five (5) and no more than fourteen (14) directors of whom one-half (1/2) plus one (1) shall constitute a quorum. Directors must be individuals, eighteen (18) years of age or older. Directors must be Active Members.	<p>4.1 Number of Directors The Board shall be comprised of Class A members and shall consist of no less than five (5) and no more than fourteen (14) directors.</p>	<p>Removed ½ + 1 quorum, age requirement and requirement to be an individual (vs. entity). To be a member the interpreter must meet criteria including graduation from a post-secondary institution (age inferred).</p> <p>NEW Quorum requirement is in section 3.3 of the new bylaws.</p> <p><i>NFP Act</i> Part 9 Directors and Officers Section 126 outlines the qualifications of directors.</p>
4.02 The applicants for incorporation shall become the first Directors of the Corporation whose term of office on the Board of Directors shall be for two (2) years.	<p>4.2 Term of Office of Directors The directors shall be elected to hold office for a term expiring not later than the close of the second annual meeting of members following the election. No member of the Board of</p>	<i>NFP Act</i> Part 1 Interpretation and Application Section 6 outlines the process for incorporation.

OLD Bylaws	NEW Bylaw Under New Legislation	COMMENTS
	Directors shall serve more than five (5) consecutive 2-year terms or ten (10) years in total.	
4.03 Each successive Board of Directors shall be elected for a term of two (2) years at every general meeting.	4.2 Term of Office of Directors The directors shall be elected to hold office for a term expiring not later than the close of the second annual meeting of members following the election. No member of the Board of Directors shall serve more than five (5) consecutive 2-year terms or ten (10) years in total.	Removes the reference to 2 years and is replaced with number of terms, which expires no later than close of 2nd annual meeting of members following an election. NEW: notes max. of five 2 yr terms
4.04 The office of Director shall be automatically vacated: <ul style="list-style-type: none"> • If a Director shall resign his/her office by delivering a written resignation to the secretary of the Corporation; • If he/she is found to be a lunatic or becomes of unsound mind; • If he/she becomes bankrupt or suspends payment or compounds with his/her creditors; • If, at a Special General Meeting of Members, a resolution is passed by three-quarters (3/4) of the votes cast by Eligible Voting Members that he/she be removed from office; • Upon death. 	4.6 Vacancy in Office The Board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of: <ul style="list-style-type: none"> • The officer's successor being appointed; • The officer's resignation; • Such officer ceasing to be a director (if a necessary qualification of appointment); or • Such officer's death. 	OLD identifies longer list of reasons for automatic termination The new legislation suggested only these four reasons for automatic termination. <i>NFP Act</i> Part 9 Directors and Officers Sections 129, 132 outlines the directors ceasing to hold office and the removal of directors.
4.05 If a vacancy is created for any reason set out above, the remaining Board of Directors by majority vote shall, by appointment, fill the vacancy with an Active Member.	4.4 Votes to Govern at Meetings of Board of Directors At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the question fails.	NEW: identifies majority votes required for matters. If tied- vote fails <i>NFP Act</i> Part 1 Interpretation and Application Section 2 (Definition of "ordinary resolution") and Part 9 Directors and Officers Sections 126, 129, 130
4.06 Meetings of the Board of Directors may be held at any time and place to be determined by the Directors provided that twenty-one (21) days notice of such meeting shall be sent in writing to each	4.3 Notice of Meetings of Board of Directors Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in the section on giving notice of meeting of directors of this bylaw to every	OLD: 21 days notice changed to 5 days. <i>NFP Act</i> Part 9 Directors and Officers Sections 127 outlines the organization's meetings and 135-141 describe meetings

OLD Bylaws	NEW Bylaw Under New Legislation	COMMENTS
<p>Director, provided there shall be at least one (1) meeting per year of the Board of Directors. Non-receipt of a meeting notice by any Director shall not invalidate the proceedings of any meeting of the Board of Directors. No business shall be transacted at any meeting of the Board of Directors unless at least one-half (1/2) plus one (1) of the Directors are present at the commencement of such business. Each Director is authorized to exercise one (1) vote.</p>	<p>director of the Corporation not less than 5 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.</p>	<p>of the directors, attendance, quorum, decisions made by consensus, delegation, validity of acts of directors/officers, validity of signed resolutions etc.</p>
<p>4.07 The Board of Directors shall serve in their capacities as Directors, and Executive Committee without remuneration. However, by resolution of the Board of Directors, expenses of attendance at each Regular or Special Meeting of the Board of Directors may be allowed.</p>	<p>This is now located in the new <i>NFP Act</i> and is not explicitly stated in our bylaws.</p>	<p>NFP Part 9 Directors and Officers Act Section 143 refers to remuneration.</p>
<p>4.08 The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment. The remuneration of all agents and employees shall be approved by the Board of Directors.</p>	<p>This is now located in the new <i>NFP Act</i> and is not explicitly stated in our bylaws.</p>	<p>NFP Part 5 Corporate Finance Section 28-34 refers to Borrowing powers, delegation, distribution of property etc., Part 9 Directors and Officers Act Section 124 refers to the directors supervising the management of the activities and affairs of the corporation, Section 143 refers to remuneration, Section 144 refers to indemnification and Part 12 Public Accountant refers to employment.</p>
<p>Article V - Directors and Executive Committee</p>		
<p>5.01 The Executive Committee of the organization shall be president, first vice president, second vice president, secretary, treasurer and any other such directors as the Board of Directors may by Resolution determine. The past president of the Corporation may be an ex-officio member of the Board.</p>	<p>4.5 Directors of Corporation The Board of Directors of the Corporation shall be the President, Past President, First Vice President, Second Vice President, Secretary, Treasurer, Director of Evaluations and two (2) Members-at-Large, with any other such directors determined by special resolution of the membership.</p>	<p>OLD: Past president is an ex-officio member</p> <p>NEW: Ex-officio members are no longer permitted under the new <i>NFP Act</i>. Past president, director of evaluations & 2 Members at Large explicitly identified; all called directors (old called Executive</p>

OLD Bylaws	NEW Bylaw Under New Legislation	COMMENTS
	<i>(BP&P note: please see each director's description in the new bylaws)</i>	Committee); additional positions by resolution of membership (vs. old Board of Directors). There will be a new bylaw proposed at the 2014 AGM to better describe directors vs. officers and provide portfolio descriptions for officers in order to comply with the new wording in the new <i>NFP Act</i> .
5.02 All Directors (i.e., Executive Committee and Directors) of the Corporation shall hold office for two (2) years from the date of appointment or election or until successors are elected or appointed in their stead. Directors shall be subject to removal by resolution of the Board of Directors at any time.	4.2 Term of Office of Directors The directors shall be elected to hold office for a term expiring not later than the close of the second annual meeting of members following the election. No member of the Board of Directors shall serve more than five (5) consecutive 2-year terms or ten (10) years in total.	Removes the reference to 2 years and is replaced with terms "which expires no later than close of 2nd annual meeting of members following an election". NEW: maximum of five 2-year terms
5.03 Board of Directors may appoint one (1) or more committees. Every committee shall be composed of a committee coordinator who shall liaise with a member of the Board of Directors or such other Members or Staff of the Corporation as may be required.	Not in the <i>NFP Act</i> and therefore is in our policies and procedures.	<i>NFP Act</i> Part 9 Directors and Officers Section 137, 138 outlines decisions made by consensus and delegation. <u>Already defined in the AVLIC policy: Role of the AVLIC Board Liaisons and Committee Coordinators</u>
Article VI - Duties of the Board of Directors		
6.01 The president shall preside at all General and Special Meetings of the Corporation and of the Board of Directors. He/She shall have the general management of the affairs of the Corporation. He/She shall see that all orders and resolutions of the Board of Directors are carried into effect.	4.5 Directors of Corporation i) President The President shall preside as Chair for all General and Special Meetings of the Corporation and of the Board of Directors. The Chair shall have the general management of the affairs of the Corporation. The Chair shall see that all orders and resolutions of the Board of Directors are carried into effect.	<i>NFP Act</i> Part 9 Directors and Officers Section 148 describes the duties of directors and officers. Further descriptions found in the AVLIC policies and procedures.
6.02 The first vice president shall, in the absence or inability of the president, perform the duties and exercise the powers of the president, and perform the duties as shall from time to time be imposed upon him/her by the Board of	4.5 Directors of Corporation ii) First Vice President The First Vice President shall, in the absence or inability of the President, perform the duties and exercise the powers of the President, and perform the duties as shall	<i>NFP Act</i> Part 9 Directors and Officers Section 148 describes the duties of directors and officers. Further descriptions found in the AVLIC policies and procedures.

OLD Bylaws	NEW Bylaw Under New Legislation	COMMENTS
Directors.	from time to time be imposed upon him/her by the Board of Directors	
6.03 The second vice president shall, in the absence or inability of the first vice president, perform the duties and exercise the powers of the first vice president, and perform the duties as shall from time to time be imposed upon him/her by the Board of Directors.	4.5 Directors of Corporation iii) Second Vice President The Second Vice President shall, in the absence or inability of the First Vice President, perform the duties and exercise the powers of the First Vice President, and perform the duties as shall from time to time be imposed upon him/her by the Board of Directors	<i>NFP Act Part 9 Directors and Officers Section 148 describes the duties of directors and officers. Further descriptions found in the AVLIC policies and procedures.</i>
6.04 The treasurer shall have custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or as may be designated by the Board of Directors from time to time. He/She shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the president and Directors at the Regular Meeting of the Board of Directors, or whenever they may require it, an accounting of all transactions and a statement of the financial position of the Corporation. He/she shall also perform such other duties as may from time to time be directed by the Board of Directors.	4.5 Directors of Corporation iv) Treasurer The Treasurer shall have custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or as may be designated by the Board of Directors from time to time. The Treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the President and directors at the regular meeting of the Board of Directors, or whenever they may require it, an accounting of all transactions and a statement of the financial position of the Corporation. The Treasurer shall also perform such other duties as may from time to time be directed by the Board of Directors.	<i>NFP Act Part 9 Directors and Officers Section 148 describes the duties of directors and officers. Further descriptions found in the AVLIC policies and procedures.</i>
6.05 The secretary shall attend meetings of the Board of Directors and Members and act as a clerk thereof and record all votes and minutes of all proceedings in	4.5 Directors of Corporation v) Secretary The Secretary shall attend meetings of the Board of Directors and members and act as	<i>NFP Act Part 9 Directors and Officers Section 148 describes the duties of directors and officers. Further descriptions found in the AVLIC policies and</i>

OLD Bylaws	NEW Bylaw Under New Legislation	COMMENTS
<p>the books to be kept for that purpose. He/She shall give or cause to be given notice of all meetings of the Members and of the Board of Directors. He/She shall promulgate the appropriate minutes to each Board Member, Active Member and Affiliate Chapter Member Representative as outlined in the Bylaws. He/She shall be custodian of the seal of the Corporation, which he/she shall deliver only when authorized by a resolution of the Board of Directors to do so and to such persons as named in the resolution. He/She shall also perform such other duties as may from time to time be directed by the Board of Directors.</p>	<p>a clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the members and of the Board of Directors. The Secretary shall promulgate the appropriate minutes to each Board Member, Class A Member, Class B Member and Class C Member representative. The Secretary shall also perform such other duties as may from time to time be directed by the Board of Directors.</p>	<p>procedures.</p>
<p>6.06 The duties of all other Directors of the Corporation shall be as the term of their engagement call for or the Board of Directors requires of them.</p>	<p>4.5 Directors of Corporation The duties of all other directors of the Corporation shall be as the term of their engagement call for or the Board of Directors requires of them.</p>	<p>OLD: Past president is an ex-officio member</p> <p>NEW: Ex-officio members are no longer permitted under the new <i>NFP Act</i>. Past president, director of evaluations & 2 Members at Large specifically identified; all called directors (old called Executive Committee); additional positions by resolution of membership (vs. old Board of Directors). There will be a new bylaw proposed to better describe directors vs. officers and provide portfolio descriptions for officers.</p> <p><i>NFP Act</i> Part 1 Interpretation and Application and Part 9 Directors and Officers Section 148-150 outlines the duties of directors/officers.</p>
<p>Article VII - Duties of Committee Coordinators</p>		
<p>7.01 The duties of all committee coordinators will be such as the term of their engagement calls for as set out in the</p>	<p>Not in the <i>NFP Act</i> and therefore is in our policies and procedures.</p>	<p>Not found in the <i>NFP Act</i>.</p> <p>The duties of committee coordinators are</p>

OLD Bylaws	NEW Bylaw Under New Legislation	COMMENTS
current policy manual of the Corporation or as the Board of Directors requires of them. Members of the Committee may be removed by a majority vote of the Committee.		already outlined in the policy, AVLIC Board Liaisons and Committee Coordinators .
Article VIII - Indemnities to Directors and Others		
<p>8.01 Every Director of the Corporation and their heirs, executors and administrators shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation, from and against:</p> <p>a) all costs, charges and expenses whatsoever which such Board of Director sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her or in respect of any act, deed, matter or thing whatsoever, made, done, or permitted by him/her, in or about the execution of the duties of his/her office or in respect of any such liability;</p> <p>b) all other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.</p>	<i>NFP Act refers to Liability and Indemnification</i>	<p>"Indemnity" is used in a different capacity in the <i>NFP Act</i> however clearly stated.</p> <p><i>NFP Act</i> Part 9 Directors and Officers Sections 144 describes indemnification</p> <p><i>NFP Act</i> Part 5 Corporate Finance Section 36 outlines that the members of a corporation are not, in that capacity, liable for any liability of the corporation..."</p>
Article IX - Powers of Directors		
9.01 The Directors shall administer affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation shall lawfully enter into and, save as hereinafter provided, generally, shall exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise		<i>NFP Act</i> Part 9 Directors and Officers Section 137 outlines the decisions made by consensus and 148 describes the duties of directors and officers

OLD Bylaws	NEW Bylaw Under New Legislation	COMMENTS
authorized to exercise and do.		
<p>9.02 The Board of Directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to a member(s) of the Executive Committee or Director(s) the right to employ and pay salaries to employees. The Board of Directors shall have the power to make expenditures for the purpose of furthering the objectives of the Corporation. The Board of Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board of Directors may prescribe.</p>		<p><i>NFP Act Part 3 Capacity and Powers</i> Section 16, 17, 19, 31, 33, 34 describe the capacity of a corporation, authority of directors and officers, ownership of property, investments and distribution of property.</p>
<p>9.03 The Board of Directors shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objectives of the Corporation.</p>		<p><i>NFP Act Part 3 Capacity and Powers</i> Sections 16 & 17 refer to the capacity of the corporation to have the rights, powers and privileges of a natural person. Sections 31, 33 & 34 ownership of property, investments by a corporation and the distribution of property. Specifically, Section 33 states: Subject to the limitations accompanying any gift and the articles or by-laws, a corporation may invest its funds as its directors think fit".</p> <p><i>NFP Act</i> under Part I Interpretation and Application 5.1 describes a corporation for a prescribed duration from the prescribed date, if it received, during the prescribed period, income in excess of the prescribed amount in the form of donations or gifts...is a Soliciting Corporation. AVLIC is not a soliciting corporation and therefore cannot</p>

OLD Bylaws	NEW Bylaw Under New Legislation	COMMENTS
		take "such steps to acquire" monies or gifts alike.
Article X - Execution of Documents		
<p>10.01 Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any two (2) appropriate Directors as approved by the Board of Directors and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Directors shall have power from time to time by resolution to appoint any Director(s) on behalf of the Corporation to sign specific contracts, documents and instruments in writing. The Directors may give the Corporation's Power of Attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Corporation. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing when signed as aforesaid or by any Director(s) appointed by resolution of the Board of Directors.</p>	<p>1.5 Borrowing Powers When authorized by a special resolution, duly passed by the directors and sanctioned by at least two-thirds of the votes cast at a Special General Meeting of the members duly called for considering the bylaw, the directors of the Corporation may from time to time:</p> <ul style="list-style-type: none"> • Borrow money upon the credit of the Corporation; • Limit or increase the amount to be borrowed; • Issue debentures or other securities of the Corporation; • Pledge or sell such debentures or other securities for such sums and at such prices as may be deemed expedient; <p>Secure any such debentures, or other securities, or any other present or future borrowing or liability of the Corporation, by mortgage, hypothec, charge or pledge.</p> <p>1.3 Execution of Documents Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any director of officer may certify a copy of any instrument, resolution, bylaw or other document of the Corporation to be a true copy thereof.</p>	<p>Mention of bonds etc. from OLD is expanded here.</p> <p><i>NFP Act Part 5 Corporate Finance Sections 28-32 outlines borrowing powers, repayment, ownership of property and the idea that directors are not trustees.</i></p> <p>NEW is more succinct</p>
Article XI - Meetings		
<p>11.01 There shall be an Annual Meeting of the Members and the Annual or other General Meeting of the Members shall</p>	<p>3.3 Quorum at Member Meetings A quorum at any meeting of the members shall consist of 25 percent of the votes eligible to be</p>	<p>OLD required 1/3 of membership to determine quorum,</p>

OLD Bylaws	NEW Bylaw Under New Legislation	COMMENTS
<p>be held at the head office of the Corporation or at any place in Canada as the Board of Directors may determine and on such day as the said Directors shall appoint. The Members may resolve that a particular meeting of Members be held outside Canada. For a General Meeting one-third (1/3) of the general membership shall constitute a quorum.</p>	<p>cast at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.</p>	<p>NEW requires 25% of total votes to attain quorum.</p> <p><i>NFP Act</i> By-Laws and Members Section 160 describes calling annual meetings and 164 outlines quorum requirements.</p>
<p>11.02 At every Annual Meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement and the report of the auditors shall be presented and auditors appointed for the ensuing year. At every second Annual Meeting, a Board of Directors shall be elected for the ensuing two (2) years. The Eligible Voting Members may consider and transact any business, either special or general, at any meeting place called for these purposes. The Board of Directors, by vote of majority, shall have power to call, at any time, a General or Special Meeting of the Members of the Corporation. The Board of Directors, by vote of majority, shall call a Special Meeting of the Eligible Voting Members to deal with the removal of a Director on a written requisition of the Eligible Voting Members carrying not less than five (5%) per cent of the voting rights.</p>	<p>4.4 Votes to Govern at Meetings of Board of Directors At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the question fails.</p> <p>1.6 Annual Financial Statements The Corporation shall send to the members a copy of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act or a copy of a publication of the Corporation reproducing the information contained in the documents. Instead of sending the documents, the Corporation may send an electronic summary to each member along with a notice informing the member of the procedure for obtaining a copy of the documents themselves free of charge. The Corporation is not required to send the documents or a summary to a member who, in writing, declines to receive such documents.</p>	<p>NEW: identifies majority votes required for matters if tied-vote fails</p> <p><i>NFP Act</i> Part 1 Interpretation and Application Section 2 (Definition of "ordinary resolution") and Part 9 Directors and Officers Sections 126 describes the qualifications of directors, 129 describes the cessation of holding office and 130 describes the removal of directors.</p> <p>OLD has AGM info and mentions some points covered in the NEW 1.1 Definitions</p> <p>NEW is specific to financial statements.</p> <p><i>NFP Act</i> Part 4 Registered Office and Records Section 21 and Part 11 Financial Disclosure Sections 172-178 describes annual financial statements, consolidated statements, distribution of reports to members & directors and approval of financial statements.</p>
<p>11.03 Forty-Five (45) days prior written notice shall be given to each Member of any Special or General Meeting of Members. The notice of any meeting where special business will be transacted shall contain</p>	<p>3.1 Notice of Members' Meeting Notice of the time and place of a meeting of members shall be given to each member entitled to attend at the meeting by telephonic, electronic or other communication facility to</p>	<p>OLD notice was 45 days, NEW notice is 21-35 days. This reduction allows for more timely Board, staff and committee reports, in addition to other important information for the members.</p>

OLD Bylaws	NEW Bylaw Under New Legislation	COMMENTS
sufficient information to permit the Member to form a reasoned judgment on the decision to be taken. Notice of each meeting of Members shall remind the Member that he/she has the right to vote by proxy.	each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.	<i>NFP Act Part 10 By-Laws and Members Section 162 outlines notice provided for bylaws.</i>
11.04 Each Eligible Voting Member present at a meeting shall have the right to exercise the number of votes in these Bylaws provided for such Member. A Member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of Members, in the manner and to the extent authorized by the written proxy. A proxy holder must be an Eligible Voting Member of the Corporation.	3.2 Absentee Voting at Members' Meetings Notice of each meeting of members shall remind the members of their right to vote by proxy. Proxy submissions can be received by the AVLIC office via mail, online form provided to members by the Corporation via the website or fax at least nine (9) days prior to the annual general meeting. Otherwise, proxy forms can be carried by the chosen proxy holder, submitted and registered for at the beginning of the annual general meeting.	OLD - no set time for proxies to be assigned NEW - If proxy to be sent in to the Corporation, must do so 9 days in advance. No time restraint if proxy given directly to assigned member. <i>NFP Act Part 10 By-Laws and Members Section 170(7) and 171 refers to absentee voting.</i>
11.05 Non-receipt of a meeting notice by any Member for any Special or General Meeting or the adjourned meeting, whether Special or General, of the Members of the Corporation shall not invalidate such meeting or make void any proceedings taken thereat. For the purpose of sending notice to any Member or Director for any meeting or otherwise, the address of the Member or Director shall be his/her last mailing/e-mail address recorded on the books of the Corporation.	4.3 Notice of Meetings of Board of Directors Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in the section on giving notice of meeting of directors of this bylaw to every director of the Corporation not less than 5 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.	OLD: 21 days notice changed to 5 days. <i>NFP Act Part 9 Directors and Officers Sections 127 describes the organization of meetings and 135-141 outlines attendance at meetings, director meetings, quorum, notice of meetings, adjournment, decisions made by consensus, delegation, validity of acts of directors/officers, validity of signed resolutions, disclosure of interest etc.</i>
Article XII - Minutes of Meetings		
12.01 The minutes from meetings of the Board of Directors shall be available to the Members of the Corporation upon request at no cost and shall be automatically distributed to the Board of Directors.	4.5 v) Secretary The Secretary shall attend meetings of the Board of Directors and members and act as a clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary shall give or cause	Minutes of meetings are listed under the Secretary description instead of on their own; NEW Minutes to Student members noted in addition to AC & Active;

OLD Bylaws	NEW Bylaw Under New Legislation	COMMENTS
12.02 The minutes of the General and Special Meetings of the Corporation shall be automatically available to all Members of the Corporation.	<p>to be given notice of all meetings of the members and of the Board of Directors. The Secretary shall promulgate the appropriate minutes to each Board Member, Class A Member, Class B Member and Class C Member representative. The Secretary shall also perform such other duties as may from time to time be directed by the Board of Directors.</p> <p>The duties of all other directors of the Corporation shall be as the term of their engagement call for or the Board of Directors requires of them.</p>	<p><i>NFP Act</i> Part 4 Registered Office and Records Sections 21 outlines corporation records, 22 describes access to corporate records, 24 describes the examination by director and 26 describes the form of records.</p> <p><i>NFP Act</i> Part 14 Liquidation and Dissolution Section 238 outlines the custody of records.</p>
Article XIII - Voting of Members		
13.01 At all meetings of Members of the Corporation every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by these Bylaws.	This is now found in <i>NFP Act</i>	<p><i>NFP Act</i> Part 1 Interpretation and Application Section 2 definitions for ordinary resolution and special resolution.</p> <p><i>NFP Act</i> Part 9 Directors and Officers Sections 128(3) outlines the election of directors, 130 outlines the removal and vacancy of directors, 133 describes the change of the number of directors and 137 refers to decisions made by consensus.</p> <p><i>NFP Act</i> Part 10 By-Laws and Members Section 154 describes the conditions for membership.</p> <p>Stipulations for ordinary and special resolutions are found throughout the <i>NFP Act</i>.</p>
Article XIV - Financial Year		
14.01 Unless otherwise ordered by the Board of Directors, the fiscal year-end of the Corporation shall be March 31.	<p>1.4 Financial Year</p> <p>The financial year-end of the Corporation shall be March 31 in each year.</p>	Same
Article XV - Amendment of Bylaws		
15.01 The Bylaws of the Corporation may be repealed or amended by any Bylaw	<p>5.3 Bylaws and Effective Date</p> <p>The Board of Directors may not make,</p>	Minor wording differences

OLD Bylaws	NEW Bylaw Under New Legislation	COMMENTS
<p>enacted by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the Eligible Voting Members present or exercising their vote by written proxy at a meeting duly called for the purpose of considering the said Bylaw and shall not be enforced or acted upon until the approval of the Minister of Consumer and Corporate Affairs has been obtained.</p>	<p>amend or repeal any bylaws that regulate the activities or affairs of the Corporation without having the bylaw, amendment or repeal confirmed by the members by ordinary resolution. The bylaw, amendment or repeal is only effective on the confirmation of the members and in the form in which it was confirmed. This section does not apply to a bylaw that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act.</p>	<p><i>NFP Act</i> By-Laws and Members Section 152 refers to bylaws.</p>
<p>Article XVI - Auditors</p>		
<p>16.01 The Eligible Voting Members shall at each Annual Meeting appoint an Auditor to audit the accounts of the Corporation. The Auditor shall hold office until the next Annual Meeting, provided that the Directors may fill any casual vacancy in the office of Auditor. The remuneration of the Auditor shall be fixed by the Board of Directors.</p>	<p>This is now found in <i>NFP Act</i></p>	<p><i>NFP Act</i> Part 9 Directors and Officers Sections 127(1) describes the organization of meetings.</p> <p><i>NFP ACT</i> Part 11 Financial Disclosure Sections 172 outlines the annual financial statements and 178 describes the approval of the financial statements.</p> <p><i>NFP Act</i> Part 12 Public Accountant Sections 179-196 describes the process and responsibilities of a public accountant (auditor). Section 180 describes a public accountant as "a member in good standing of an institute or association of accountants incorporated by or under an Act of the legislature of a province;" etc. Section 181 further explains that "Subject to section 182, members of a corporation shall, by ordinary resolution, at each annual meeting, appoint a public accountant to hold office until the close of the next annual meeting. Also Sections 188 & 189 state that this person shall "conduct a review engagement in the prescribed manner" and "conduct an audit</p>

OLD Bylaws	NEW Bylaw Under New Legislation	COMMENTS
		in the prescribed manner". AVLIC can continue to appoint an "auditor" a.k.a. "public accountant" at each AGM.
Article XVII - Books and Records		
17.01 The Board of Directors shall see that all necessary books and records of the Corporation required by the Bylaws of the Corporation or by any applicable statute or law are regularly and properly kept.	This is now found in <i>NFP Act</i>	<i>NFP Act</i> Registered Office and Records Sections 21 outline the corporate needs. <i>NFP Act</i> Part 17 Documents in Electronic Form or Other Form Sections 264-271.
Article XVIII - Rules and Regulations		
18.01 The Board of Directors may prescribe such rules and regulations consistent with these Bylaws relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next General Meeting of the Members of the Corporation when they shall be confirmed and failing such confirmation at such General Meeting of Members shall at and from that time cease to have any force and effect.	5.3 Bylaws and Effective Date The Board of Directors may not make, amend or repeal any bylaws that regulate the activities or affairs of the Corporation without having the bylaw, amendment or repeal confirmed by the members by ordinary resolution. The bylaw, amendment or repeal is only effective on the confirmation of the members and in the form in which it was confirmed. This section does not apply to a bylaw that requires a special resolution of the members according to subsection 197(1) (fundamental change) of the Act.	Minor wording differences <i>NFP Act</i> By-Laws and Members Section 152 outlines the approval of bylaws.
Article XIX - Interpretation		
19.01 In these Bylaws and in all other Bylaws of the Corporation hereafter passed, unless the context otherwise requires, words importing the singular number shall include the plural number, as the case may be, and Vice versa, and any pronoun of one gender shall be representative of the opposite gender also, and references to persons shall include firms and corporations.	1.2 Interpretation In the interpretation of this bylaw, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization. Other than as specified above, words and expressions defined in the Act have the same meanings when used in these bylaws.	NEW is more extensive and references integrated with the Act

Prepared for you with the assistance of the Bylaws, Policies and Procedures Committee.