

memorandum

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To	Emilie de Rosenroll	Your ref	

Significant Changes in Proposed New Bylaws

The following is a summary of significant changes in the proposed new Bylaws:

- Special Resolution Threshold.** Under the old Act, the threshold to pass a special resolution was 75%. The new Act reduces the threshold to 2/3.
- Transition of Membership.** The membership structure is replicated with the addition of Bylaw 2.7 which provides that any members which is not in good standing on the date the Bylaws come into effect will be deemed to have resigned. Please keep note of any members this may affect – you may need to update the Register of Members following the transition of the Association.
- Former Provisions from Constitution.** Under the new Act all clauses other than the name and purposes in a society's Constitution must be relocated to the society's Bylaws. Bylaws 3.7 and 16.1 are the relocated provisions for the Association.
- Participation by Electronic Means.** These provisions have been expanded in line with the new permissions under the Act.
- Composition of Board.** The Bylaws provide for a minimum number of directors to be on the Board at all times - the statutory minimum is three.
- Directors' Report.** There is no longer any requirement for the directors to prepare an annual directors' report for presentation to the members.
- Incorporation Language.** We have removed certain provisions from the existing Bylaws which refer to initial incorporation or post-incorporation requirements. This is a standard procedure when updating Bylaws for the first time after incorporation.

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8. **Indemnification.** In line with our updated drafting standards and the new provisions of the Act that do not require court approval for indemnities, we have revised the Indemnification section (Part 11). This section allows the Association to indemnify its directors, officers and other senior staff to the fullest extent possible under the new Act.

9. **Access to Records.** The new Bylaws set out in more detail the types of documents and records that are available to members for inspection under the new Act. The provision itself is very similar to what is presently in the Association's Bylaws.

10. **Name.** We note that the current name of the Association is the YYJ Prosperity Association. You may wish to take this opportunity to change the name of the Association as a name change also requires a special resolution. Any proposed name will first need to be reserved with the Registrar of Companies.