

# *Cardiology Technologists Association of British Columbia*

## **Special Resolution<sup>1</sup> to Alter the Constitution on Transition**

*Draft current to: May 20, 2016*

### WHEREAS:

- A. Cardiology Technologists Association of British Columbia (CTABC) will be transitioning to the new *Societies Act* on a date (after November 28, 2016) the Board will determine would be appropriate to do so (the transition date);
- B. The CTABC meets the definition of a “member-funded society” as prescribed under the new *Societies Act* in that it is primarily funded by its members to carry out activities for the benefit of its members, and – in particular – it does not meet any of the exclusion criteria set out in section 191(2) of the Act;
- C. The CTABC Board recommends that the Society add the member-funded statement to its Constitution on the transition date, as permitted under section 191(1) of the *Societies Act*;
- D. The CTABC understands that, if it does declare in its Constitution that it is a member-funded society, then pursuant to sections 195 to 197 of the new *Societies Act*, etc. the Society may do one or more the following:<sup>2</sup>
  - a. restrict public access to its financial statements;
  - b. not report in its financial statements the remuneration that it pays to its directors, employees or contractors;
  - c. should the Society liquidate or dissolve at some time in the future, it would then have the option to distribute its money and other property to its then current members rather than donating those resources to another similar society.<sup>3</sup>

### **THEREFORE, BE IT RESOLVED THAT**

**1) the Constitution of the Cardiology Technologists Association of British Columbia (the “Society”) be amended by adding the following new provision:**

**Member-funded society**

**3. This society is a member-funded society. It is funded primarily by its members to carry on activities for the benefit of its members. On its liquidation or dissolution, this society may distribute its money and other property to its members.**

**2) this alternation to the Constitution be filed with the Registrar as part of the transition package on the transition date when the CTABC transitions to the new Societies Act.**

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<sup>1</sup> **NOTE:** Under section 1 and 20 of BC’s current Society Act, the Society may amend its Constitution by passing a resolution at a general meeting by a majority of not less than 75% of the votes of those members of the Society who, being entitled to do so, vote in person. At least 14 days notice must be given to the membership of proposed amendments to the Constitution. This notice period may be reduced with approval of the membership.

<sup>2</sup> **NOTE:** The Society may nonetheless include in its New Bylaws provisions which allow the Society to vary these requirements, notwithstanding the exemptions that are given to member-funded societies under the New Act.

<sup>3</sup> **NOTE:** In turn, such a distribution provision may disqualify the Society from receiving certain government funding in the future