



Summary of Major Changes to Proposed Replacement Bylaws

Preamble

As part of the package for the November 23, 2016 Extraordinary Meeting of the BCSS Membership, you will have received a copy of the current BCSS Bylaws and the proposed Replacement Bylaws for your consideration. This document will attempt to summarize the significant changes to the document.

Developing the proposed Bylaws document has been a multi-year process. BCSS worked with one of the top constitutional and governance lawyers in BC to draw up Bylaws that would be in compliance with the new Societies Act that comes into effect on November 28, 2016. In May 2016, at the BCSS Annual General Meeting, two (2) versions of Bylaws were presented to the membership. Both were defeated. There are various reasons why this happened, but in an effort to overcome some of the obstacles that we faced in May, the Board of Directors authorized a task force comprised of commissioners, athletic association presidents, district athletic coordinators, board members and the Executive Director to look at changes to make the document more acceptable to the membership. These recommendations were presented at the Fall Council meetings and after a few further suggestions from those in attendance, there was a general feeling of acceptance and desire to put before the membership.

Changes

It is important to note that the following section will highlight the more meaningful changes to our current Bylaws. This is not an exhaustive list as many of the changes are simply updating language or sections to be in compliance with the Societies Act, but have no impact on the structure of the organization.

While BCSS is likely due for an overall governance review, the presented document is not that. There is very little structurally changing from within the organization. The intention of this document is to clean up our Bylaws so they meet the standard for acceptance with the provincial Registrar. To that effect, Member Schools will continue to be the voting members, quorum is still 20% of the membership, and most significant pieces are left unchanged with the exception of the following:

- Voting at Meetings – At the May AGM the membership debated and voted Proxy voting vs Advanced Voting with ultimately neither passing. At the fall council it was recommended to get a legal opinion on whether it would be permissible to do both, as that would be the best for the short term. BCSS received the legal opinion that both could be used and received some guidance on drafting the Bylaws. The proposed Bylaws will now allow Advanced Voting for those schools that wish to submit their votes ahead of time, allow voting for Proxy for those that wish to assign their vote to a qualified representative, or vote in-person at a General Meeting.

Rationale: The Board feels this is a positive step to allow for more engagement from our member schools by eliminating another barrier to participation in our decision making process, but yet isn't as drastic a step as removing proxies and allows the use of proxies as is current practice.

- Removal of School Athletic Associations – The Task Force had a long discussion on this topic about what should ultimately be in our Bylaws regarding the athletic associations. It was agreed upon and supported within the group that they be removed from the Bylaws with the intention of adding them to the BCSS Handbook as partners.



Rationale: The Athletic Associations are critical partners to everything BC School Sports does. This change is made simply by the fact that these associations are their own entities that support their own purpose which is to organize sport at the local/district level. The Bylaws of BCSS are not the appropriate spot for them to be listed. The list of recognized athletic associations will continue to be available in BCSS Handbook moving forward and it is the goal of BCSS to continue to develop and enhance the relationship with them. It is important to note that the Council of Athletic Association Presidents continues to be a committee of BCSS as we value the input of that group, and there will still be two (2) positions available on the Advisory Committee to representatives from the Association Presidents.

- Removal of Remuneration for Board of Directors

Rationale: At the 2016 AGM, the membership passed a motion allowing the Board to be remunerated for serving as a director. It became clear after that doing so would jeopardize our gaming funding, which sets a clear requirement that no directors receive remuneration. They are still entitled to reimbursement for expenses incurred. The board has refused to accept any payment this year.

Impact

Many have asked what the impact of not passing the Bylaws would be. It's an appropriate question. While there is no doomsday scenario, and BCSS would continue to exist and operate, there are articles in our Bylaws that would become voided, while others would convert to the standards in the act. Of the biggest significance, it could lead us to not being in good standing with the Registrar of Companies, and that would make us ineligible for gaming funding. We currently receive about \$200,000 each year from Gaming, which over half goes to commissions to support the running of championships. The impact would be severe, which is why the board felt it important to go about our business the past month with the Task Force, and Fall Council to be in a position to call the Extraordinary Meeting on November 23, 2016 and pass the Bylaws as presented.

Conclusion

Thanks for taking the time to read this document. A reminder that this is not an exhaustive list and there are changes throughout the document, but with the exception of the 2 points noted above, they do not meaningfully change the structure of the organization. I encourage you to read through both so you feel comfortable with the Bylaws that have been presented for approval.

Should you have any questions or require clarification on any of the changes in the document, please don't hesitate to contact the BCSS office.

Sincerely,

A handwritten signature in black ink, appearing to read "Jordan Abney".

Jordan Abney
Executive Director