



Changing the Constitution

Why a New Constitution?

In British Columbia, societies such as the Falaise Community Association (FCA) are governed by the Societies Act. The B.C. Societies Act was amended in 2016 to allow for more flexibility in how societies operate, while still protecting the public interest.

At the time the new Act came into effect the FCA slightly altered the order of our constitution's Purpose and Bylaws to comply with the New Act's requirement for on-line filing but no other changes were made.

In reviewing our constitution in preparation for the implementation of the new Act, it was clear that there were parts of it that could be in conflict with requirements of the new Act. For example, the new Act introduces a right for members to add specific issues to the agenda of an annual general meeting; a member proposal must be added to the agenda if the proposal is signed by at least 5% of the society's voting members. The new Act also affects the qualifications to be a director, specifies expanded procedures for handling conflicts of interest and lowers the threshold for passing a special resolution to 2/3 from 3/4 of the votes cast.

We could continue to operate under our existing constitution but, in cases of conflict, the new Act would take precedence. This would require the directors of our association being familiar with the new Act as well as our constitution and would be confusing. For this reason, we decided to update the constitution to ensure that it was in compliance with the new Act.

As we would be amending the constitution, we decided to also simplify it; to eliminate parts that did not provide direction to the board and to eliminate parts with which we found it difficult to comply. We also decided to include requirements stipulated by the new Act so future directors would not need to refer to the Act to ensure compliance with it.

Examples of Constitution Changes

Below are a few examples of the types of changes made to the constitution.

Some changes were made to simplify wording:

Old

To raise funds as necessary to institute the purposes of the Association and to receive grants from government, corporate and private agencies, applying and administering such grants as the agency or donor prescribes while remaining consistent with and in no manner compromising the purpose of the Association.

New

Fundraising for community initiatives.

Some changes add clarification or specificity:

Old

The members of the Association must elect an Executive Board who will hold office for a period of one (1) year, or until the annual general meeting.

New

The term of the incoming Directors shall commence immediately at the close of the Annual General Meeting at which they were elected and extend until the close of the following Annual General Meeting.

Various clauses in our current constitution were deleted.

- Some were deleted because they didn't provide any guidance on how the Association should operate.

Example:

To recognize the operation of an unincorporated Falaise Community Association dating back to the late 1950's in the District of the Municipality of Saanich, in the City of Victoria, in the Province of British Columbia

- Some were deleted because they were considered to be too onerous or too ambitious for a volunteer board to achieve.

Example:

To encourage participation of the ratepayers and residents in all public projects within the District of the Municipality of Saanich as a whole. To act as a resource on community matters and be diligent to be abreast of current issues within the area, encouraging government to consult with the ratepayers and residents concerning their policies and the action to be taken.

- Some were deleted because it has historically been very difficult to find enough volunteers to perform the work.

Example:

"Standing Committee" refers to one of the three committees that have been established to address specific focus areas within our community. They are Environment, Social and Communications.

Some additions/changes were made.

- One imposes a new restriction on borrowing money:
The Association shall not incur any indebtedness except that the Directors may authorize the purchase of goods and services to be paid for no later two months after receipt of said goods or services.
- Another clarifies the membership year:
Membership dues are for the calendar year and shall not be prorated.
- Some were made to include requirements of the new Societies Act

Example:

Records will be kept:

- a. Until the Record is no longer relevant and 10 years have passed since last altered
- b. At the Registered Office or in another B.C. location with a notice at Registered Office or at another location as determined by the Board of Directors.
- c. In physical or electronic form so long as there is simple, reliable and prompt access.

For a more detailed look at the proposed changes, see the document [Annotated Constitution and Bylaws](#).

Constitution Formatting

Why Does The New Constitution Look So Different From The Old One?

There were several changes we wanted to make to the old constitution. Our first drafts of changes kept many sections, changed the wording in some and deleted others. We then hired a consultant to provide feedback on what we had done. One of the consultant's suggestions was to reorder some sections to improve clarity.

To reorder sections we started with the model bylaws provided by the government (available from a link at <https://www2.gov.bc.ca/gov/content/employment-business/business/not-for-profit-organizations/societies-act-transition>) and then altered them to meet our needs. The end result is the proposed [Constitution and Bylaws](#).