

Dear Members,

On March 5th, 2023, the NCLGA Governance Committee and Board of Directors identified several potential amendments (Table 1.0) to the Society Constitution and Bylaws and approved the submission of a **Resolution to Amend** (see below), for member consideration, at the upcoming Annual General Meeting & Convention (May 9-12, 2023, Ovintiv Centre, Dawson Creek, BC).

Link: [NCLGA Constitution and Bylaws](#)

RESOLUTION TO AMEND:

WHEREAS the North Central Local Government Association Constitution and Bylaws were last updated in April 2018.

AND WHEREAS maintaining an updated Constitution and Bylaws is important for the integral governance of the NCLGA.

THEREFORE BE IT RESOLVED that the amendments identified in Table 1.0 (NCLGA Society Constitution and Bylaws Summary of Amendments) be *APPROVED*.

Table 1.0 NCLGA Society Constitution and Bylaws Summary of Amendments

Section	Current Wording	Amended Wording
Society Purposes a	To secure united action among the members in dealing with all matters of individual or common local government interest.	To secure united action among the members in dealing with matters of local government interest.
Society Purposes b	To be an agency for cooperation with the Union of British Columbia Municipalities for the continued development of sound local government.	To be an agency for cooperation with the Union of British Columbia Municipalities (UBCM) for the continued development of sound local government.
4	Cities, districts, townships, towns, villages, regional districts and other local governments in the north area of British Columbia as described above may apply to the directors for membership in the society and on acceptance by the directors will become members.	Cities, districts, townships, towns, villages, regional districts, First Nations , and other local governments in the north area of British Columbia as described above may apply to the directors for membership in the society and on acceptance by the directors will become members.
7	A municipality, regional district or other local government ceases to be a member of the society: a) by delivering its resignation in writing to the secretary of the society or by	A city, district, township, town, village, regional districts, First Nations , or other local government, ceases to be a member of the society:

	<p>mailing or delivering it to the address of the society;</p> <p>b) on being expelled; or</p> <p>c) on having been a member not in good standing for 12 consecutive months.</p>	<p>a) by delivering its resignation in writing to the secretary of the society or by mailing or delivering it to the address of the society;</p> <p>b) on being expelled; or</p> <p>c) on having been a member not in good standing for 6 consecutive months.</p>
13 (1)	<p>Notice of a general meeting must specify the place, day and hour of the meeting, and, in case of special business, the general nature of that business.</p>	<p>Notice of a general meeting must specify the place (if in person), the videoconference format (if virtual), day and hour of the meeting, and, in case of special business, the general nature of that business.</p>
27 (1)	<p>If a director resigns his or her office or otherwise ceases to hold office, the remaining directors must appoint a delegate of a member to take the place of the former director.</p>	<p>If a director resigns their office or otherwise ceases to hold office, the remaining directors must appoint a delegate of a member to take the place of the former director.</p>
28 (1)	<p>The members may by special resolution remove a director before the expiration of his or her term of office and may elect a successor to complete the term of office.</p>	<p>The members may by special resolution remove a director before the expiration of their term of office and may elect a successor to complete the term of office.</p>
28 (2)	<p>The office of a director must be vacated if the director:</p> <p>a) delivers a resignation in writing to the secretary or mails or delivers it to the address of the Society;</p> <p>b) is convicted of an indictable offence, and the directors must have resolved to remove him;</p> <p>c) fails to attend three consecutive meetings of the directors without good and sufficient reason in the opinion of the directors and the directors must have resolved to remove him;</p> <p>d) if he or she is found by a court to be of unsound mind;</p> <p>e) if he or she becomes bankrupt; or on death;</p>	<p>The office of a director must be vacated if the director:</p> <p>a) delivers a resignation in writing to the secretary or mails or delivers it to the address of the Society;</p> <p>b) is convicted of an indictable offence, and the directors must have resolved to remove them;</p> <p>c) fails to attend three consecutive meetings of the directors without good and sufficient reason in the opinion of the directors and the directors must have resolved to remove him;</p> <p>d) if they are found by a court to be of unsound mind;</p> <p>e) if they become bankrupt; or on death;</p>
30 (1)	<p>The directors may meet at the places they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.</p>	<p>The directors may meet at the places (in person or virtually) they think fit to conduct business, adjourn and otherwise regulate their meetings and proceedings, as they see fit.</p>

35	A director who may be absent temporarily from British Columbia may send or deliver to the address of the society a waiver of notice, which may be by letter or email, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,	A director who may be absent temporarily from British Columbia may send or deliver to the society a waiver of notice, which may be by letter or email, of any meeting of the directors and may at any time withdraw the waiver, and until the waiver is withdrawn,
39 (4)	Either the president or a director authorized by resolution of the directors must co-sign with the secretary/treasurer banking resolutions and cheques drawn on the society's bank account.	Either the president or a director authorized by resolution of the directors must co-sign with the secretary/treasurer banking resolutions and payments drawn on the society's bank account.
39 (6)	The president may appoint two persons to audit the accounts of the secretary/treasurer if he or she deems it necessary.	The president may appoint two persons to audit the accounts of the secretary/treasurer if they deem it necessary.
39 (7)	The president may appoint such special committees as he or she deems necessary.	The president may appoint such special committees as they deem necessary.
45	Subject to the provisions of the Societies Act, the directors may cause the Society to indemnify a director or former director of the Society and the heirs and personal representatives of any such person against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by him, her or them including an amount paid to settle an action or satisfy a judgment in a civil, criminal or administrative action or proceeding to which he or she or they are made a party by reason of their being or having been a director of the Society, including any action brought by the Society. Each director of the Society on being elected or appointed must be deemed to have contracted with the Society on the term of the foregoing indemnity.	Subject to the provisions of the Societies Act, the directors may cause the Society to indemnify a director or former director of the Society and their heirs and personal representatives of any such person against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, actually and reasonably incurred by them including an amount paid to settle an action or satisfy a judgment in a civil, criminal or administrative action or proceeding to which he or she or they are made a party by reason of their being or having been a director of the Society, including any action brought by the Society. Each director of the Society on being elected or appointed must be deemed to have contracted with the Society on the term of the foregoing indemnity.
46	Subject to the provisions of the Societies Act, the directors may cause the Society to indemnify any officer or former officer of the Society and his or her heirs and personal representatives against all costs and expenses whatsoever incurred by	Subject to the provisions of the Societies Act, the directors may cause the Society to indemnify any officer or former officer of the Society and their heirs and personal representatives against all costs and expenses whatsoever incurred by

	him, her, or them and resulting from acting as an officer of the Society.	them and resulting from acting as an officer of the Society.
47	The directors may cause the Society to purchase and maintain insurance for the benefit of any person who is or was serving as a director or officer of the Society and his or her heirs or personal representatives against any liability incurred by him or her as such director or officer.	The directors may cause the Society to purchase and maintain insurance for the benefit of any person who is or was serving as a director or officer of the Society and their heirs or personal representatives against any liability incurred by them as such director or officer.

STAFF CONTACT(S):	Terry Robert, Executive Director trobort@nclga.ca Sandra Moore, Board and Committee Support admin@nclga.ca
NCLGA GOVERNANCE COMMITTEE MEMBERS	Steve Forseth, President Sheila Boehm (Chair), 1 st Vice President Judy Greenaway, 2 nd Vice President Cori Ramsay, Past President