



January, 2019

Background:

The Italian Cultural Centre Board of Directors attempted to revise its Bylaws in March 2018 at its Annual General Meeting. The proposed revisions to the bylaws and to governance procedures in general were not adopted by the voting members of the Society.

The Italian Cultural Centre's lawyers have indicated, in writing, that "The current bylaws are not compliant with the [Societies] Act and we strongly recommend that the Society undertake a review and amendment of the bylaws in the near future."

The Board of Directors continues to feel strongly about the recommended changes to the Bylaws and to the overall governance structure of the Society and as such, request that the voting members re-examine our recommendations. The purpose of this handout is to provide information to the voting members in advance of the future vote on this at the March 2019 AGM.

1. Membership Categories

The Membership Categories in our current Bylaws are in black below. [The proposed changes are in blue.](#)

A. Society Membership (voting) - One vote per Society at AGM and at other general meetings.

[Recommended changes: Change in title to: Voting Society Member and change to allow one alternate designated member to vote if the primary representative is unavailable to attend the AGM and general meetings.](#)

B. Individual Membership (voting) – One vote per individual member at AGM and at other general meetings.

[Recommended change: No change except in title to: Voting Individual Member](#)

C. Honorary Membership (non-voting)

[Recommended change: No change except in title to: "Honourary Member"](#)

D. Special Use Membership (non-voting)

[Recommended change: No change except in title to: "Non-Voting Individual Member" and this category refers to the basic Il Centro member who pays an annual fee \(\\$25\)](#)

2. Delegates

The Assembly of Delegates is comprised of both individual voting members (previously referred to as donor members) and by 2 representatives designated from each ICCS affiliated Society. We currently have 31 affiliated societies.

The Assembly of Delegates has experienced a decline in the number of society delegates, due to the dissolution of several societies over the years (at one point, the ICCS had 37 affiliated societies). In addition, there has been increasingly lower participation by Society Delegates at the Assembly of Delegates meeting over the years. Furthermore, the Society Delegates are often also Individual Voting Members of the ICCS and as such, attend multiple meetings where the same information is presented. This has not proven to be an efficient way to proceed.

In order to increase operational efficiencies and to avoid duplication of meetings, the Board of Directors is recommending that the Assembly of Delegates be dissolved. This is not intended to limit the power of the Societies. The Societies will continue to have one voting representative at the AGM and general meetings – as they always have. The election of three trustees will also remain, but the name will change to “Trustees of the Members.” The duties of the Trustees of the Members will not change. The only proposed changes are that the Trustees of the Members will have to be a voting member and that the nomination will occur at the early March meeting of the Voting Members while the election will occur at the AGM of the Voting Members later in March.

Society delegates are also encouraged to become individual voting members (if they are not already) and as such, will continue to be in the position of overseeing operations of the ICCS.

Lastly, Societies will have the opportunity to present an alternate voting representative to the ICC AGM and general meetings. Each society will continue to have only one vote at the AGM/general meetings, but the vote can be cast by either the primary or the alternate Society representative. This is in response to concerns presented by society representatives, who in the past have been unable to express a society's vote if the representative himself/herself was unable to attend the AGM/general meetings.

It is important to note that if a Society Representative is also an Individual Voting Member, that person has only one vote at the AGM and general meetings, not two.

Additionally, either or both of the designated society representatives will automatically be eligible to stand for election for the ICC Board of Directors (in other words, the two designated society representatives will not be required to be a voting individual member of the ICC in order to run for the Board).

3. Recommended Meeting Calendar

Given the high number of meetings and the duplication of information, the Board of Directors recommends the cancellation of the Delegates meetings and recommends having 4 meetings per year for the Voting Members, as follows:

Mid/Late January
Early March (nominations meeting)
Late March (AGM)
Late September/Early October

3. Change in Board Meeting Frequency Noted in Bylaws

The current bylaws state that Board meetings be held at least monthly.

The Board of Directors recommends changing the bylaw to require a minimum of six Board meetings annually. This will give the Board greater flexibility to efficiently schedule Board meetings. This does not mean that the Board will only meet six times per year. The Board will continue to meet as often as required and as often as meetings are called by the President.

4. Change in President's Term

Our current bylaws provide an elected/appointed president with only a one year term, while other Board members have a two year term.

The Board of Directors recommends the extension of the President's term to two years, to match the term of the other Board members.

5. Committee Listing

The Board recommends updating the committee section of the bylaws to more generic terms to allow greater flexibility for future committees.

6. Process of Becoming a Board Member

For long-term sustainability of the ICCS, the Board recommends simplifying the process of becoming a Board member. The recommended process is as follows:

- Candidate is or applies to become a voting member before January of the new year, or is a designated Society representative.
- The current Board of Directors approves the application for Voting Membership as applicable.
- The Candidate must be nominated for the Board at the March nominations meeting of the Voting Members.
- Candidate is or is not elected by the Voting Members at the AGM in March

It is also recommended that the Board of Directors be able to recruit up to 4 non-voting directors to sit on the Board. This gives the potential Board candidate the opportunity to see if they can bring value to the Board and vice versa. These non-voting directors would need to follow the same process noted above if they want to officially become a voting Board member.

7. Voting Threshold

The current voting threshold for the passing of special resolutions is $\frac{3}{4}$ of the casting votes of members present at a meeting of the voting members.

The Board recommends changing this threshold to $\frac{2}{3}$.

The voting threshold of $\frac{2}{3}$ is the legal standard for non-profit societies and is recommended by the BC Societies Act. This threshold requires a strong majority of voting members to pass special resolutions, as 66% approval is still required. It prevents special resolutions from failing due to a small minority and provides reasonable assurance that actions undertaken by the ICCS are acceptable to a substantial majority of its voting members, without being overly restrictive.

Having said this, the Board of Directors recognizes the importance of having a super-majority of its members in favour of any possible plans involving demolition of the ICC facility. As such, the Board of Directors recommends that all special resolutions, except those regarding demolition, require a $\frac{2}{3}$ vote majority in order to pass, while a special resolution pertaining to demolition would continue to require a $\frac{3}{4}$ vote majority to pass.