

ARC Special Resolution - A

For consideration at the 06 May 2015 AGM

Background

- The operation of the board requires confidential, professional and unbiased treatment of all issues that come before it.
- The function of the board is best served when the directors have an 'arm's length' relationship with the operations of the Association and its employees.

Resolved

That the ARC change section 77 of their bylaws as follows:

Existing

Qualifications for directors

- 77 (1) A majority of the directors of the Association must be individuals ordinarily resident in Canada.
(2) At least one of the directors of the Association must be an individual ordinarily resident in British Columbia.
(3) All of the directors must be members of the Association or representatives of an eligible organization that is a member of the Association.
(4) No individual is entitled to become or act as a director of the Association if:
- (a) the individual is under the age of 18 years;
 - (b) the individual is found by a court, in Canada or elsewhere, to be incapable of managing the individual's own affairs;
 - (c) the individual is an undischarged bankrupt;
 - (d) the individual is convicted in or out of British Columbia of an offence in connection with the promotion, formation or management of a corporation, or an offence involving fraud, unless the events described in the Act have occurred;
 - (e) the individual is an employee of the Association;
 - (f) the individual is related to an employee of the Association in any of the following ways:
 - (i) spouse;
 - (ii) person living with the employee in an arrangement equivalent to spouse;
 - (iii) sibling;
 - (iv) child;
 - (v) parent;
 - (vi) grandchild;
 - (vii) grandparent;
 - (viii) spouse of any of the people listed in (iii) to (vii), inclusive;
 - (g) the individual or a member eligible organization of which the individual is a director has an account with the Association that is more than 60 days in arrears.

Where the new section would look as follows if the Special Resolution is carried:

Qualifications for directors

- 77 (1) A majority of the directors of the Association must be individuals ordinarily resident in Canada.
- (2) At least one of the directors of the Association must be an individual ordinarily resident in British Columbia.
- (3) All of the directors must be members of the Association or representatives of an eligible organization that is a member of the Association.
- (4) No individual is entitled to become or act as a director of the Association if:
- (a) the individual is under the age of 18 years;
 - (b) the individual is found by a court, in Canada or elsewhere, to be incapable of managing the individual's own affairs;
 - (c) the individual is an undischarged bankrupt;
 - (d) the individual is convicted in or out of British Columbia of an offence in connection with the promotion, formation or management of a corporation, or an offence involving fraud, unless the events described in the Act have occurred;
 - (e) the individual is:**
 - (i) an employee of the Association, or**
 - (ii) a former employee of the Association with less than 1 year since their departure, or**
 - (iii) a former employee of the Association who was dismissed from the employ of the Association;**
 - (f) the individual is related to an employee of the Association in any of the following ways:
 - (i) spouse;
 - (ii) person living with the employee in an arrangement equivalent to spouse;
 - (iii) sibling;
 - (iv) child;
 - (v) parent;
 - (vi) grandchild;
 - (vii) grandparent;
 - (viii) spouse of any of the people listed in (iii) to (vii), inclusive;
 - (g) the individual or a member eligible organization of which the individual is a director has an account with the Association that is more than 60 days in arrears.