



LIFESAVING SOCIETY

*The Lifeguarding Experts*

## PROPOSED CONSTITUTION & BY-LAW AMENDMENTS – BACKGROUND

Annual General Meeting – June 23, 2020

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Over the past few years, Members have approved small modifications to Lifesaving Society Manitoba's constitution and by-laws, such as replacing the title *Chief Executive Officer* with *Executive Director* during last year's Annual General Meeting (AGM).

In keeping with its governance responsibilities, the Society's Board of Directors began a full review of the constitution and by-laws shortly after the AGM. In the November 2019 issue of *Lifelines*, the Board invited Members to submit ideas for consideration.

Scott Hoepfner at Thompson Dorfman Sweatman LLP (TDS), the Society's legal counsel, was engaged to help with the process. TDS lawyers began by conducting a full review to identify any issues. On their recommendation, the Board elected to start with fresh by-laws, which would then be revised to incorporate the specific terms from our existing by-laws. These amended and restated by-laws are presented for approval by the Members during this AGM.

While members will note that the by-laws look quite different, they comply with *The Corporations Act* of Manitoba and meet the Society's governance needs. The Board will continue to develop policies related to governance matters following this year's AGM. Updated by-laws will strengthen the Society as it works towards its mission of drowning prevention.

The following general notes accompany the amended and restated by-laws:

- As the Society has been created through incorporation, TDS advised that a constitution is not necessary. However, provisions from the constitution have been incorporated into the by-laws themselves.
- Where something has been left out from the current by-laws, it is largely because the information or standard is not actually required by *The Corporations Act* of Manitoba. The Board will include these pieces in policies to be developed before next year's AGM.
  - These policies include: Nomination Procedures, Board Delegations, Voter Qualification, and Openness of Meetings. An invitation to share ideas will be sent to Members in *Lifelines* when the Board begins to draft these policies in the fall.
- Members elect the Directors of the Board. The Board of Directors will then appoint the officers. These officers can include the Chair, the Treasurer, and an Executive Director. As before, the Chair and Treasurer must be also directors.

- In the by-laws, the Society's purpose has been changed to match the Articles of Incorporation, which is required. The Society can still modify its mission, vision, and values as needed.