



Proposed By-law Amendments
CPF NB
 November 2022

*Proposed modifications or changes to current wording are noted in the table below with yellow highlights.

Section	Current Wording	Proposed Revision(s)	Notes/Rationale
2.1(b)	The Branch office of CPFNB is located in Sussex , New Brunswick, Canada.	The Branch office of CPFNB is located in New Brunswick, Canada.	This change is being proposed in light of a changing workforce and reality where a physical brick-and-mortar may not be required. Given current staff transitions at CPF NB, the Board is proposing that they have the flexibility to have hybrid/satellite/alternate office(s) to maximize the reach and impact of the organization.
4.1	The Branch Office of CPFNB shall be located in the town of Sussex , New Brunswick.	The Branch Office of CPFNB shall be located in New Brunswick.	Same rationale as section 2.1(b).

6.11	Branch Directors shall be elected by ordinary resolution using a secret ballot process by the members at the Annual General Meeting from a list of eligible nominees provided by the Branch Nominating Committee.	Branch Directors shall be elected by ordinary resolution using a voting process by the members at the Annual General Meeting from a list of eligible nominees provided by the Branch Nominating Committee.	In light of the likelihood of virtual meetings and AGMs, secret ballots are not always possible. As such, the wording being proposed is to ensure a voting process and align the By-law with the general practice which was show of hands.
6.17	6.17 Youth Directors The CPFNB Branch may allow the participation of a Youth Director on the Branch Board by providing a special status to an individual not having reached the age of majority. The Board reserves the right to consider providing the Youth Director with a voting right.	6.17 Youth Directors The CPFNB Branch may allow the participation of a non-voting Youth Director on the Branch Board by providing a special status to an individual not having reached the age of majority (age nineteen, pursuant to Section 155(4) of the New Brunswick Companies Act) . The Board reserves the right to consider providing the Youth Director with a voting right.	This wording is being proposed to reflect the legislative requirements of the New Brunswick Companies Act.
6.21	The election of Officers to the Board shall be by ordinary resolution at the Branch's AGM.	The appointment of Officers, including President, Vice-President, and Treasurer, shall be appointed by the Branch board for a one-year term of office or by ordinary resolution at the Branch's AGM.	Generally, Officers have been appointed by the Board from the list of voted Directors that were elected at the AGM. This proposed wording allows the flexibility for the appointment of Officers to take place by voting at the AGM, or, to be appointed from the list of Directors at a subsequent Board meeting.

6.21.1	At a meeting of the Members, voting may take place by a show of hands, except if a ballot is demanded by a Member. Voting for the positions of Directors and Officers is conducted by secret ballot. Voting decisions are by ordinary resolution.	At a meeting of the Members, voting may take place by a show of hands, except if a ballot is demanded by a Member. Voting decisions are by ordinary resolution.	Identical rationale for section 6.11.
8.3	In order to ensure effective communication and the fullest participation of the membership as possible, notice of Branch Annual or Special General Meetings shall be conveyed to members in advance of the meeting and include details of the business to be discussed, allowing the Board of Directors and members at large to form a reasoned judgment in relation thereto.	In order to ensure effective communication and the fullest participation of the membership as possible, notice of Branch Annual or Special General Meetings shall be conveyed to members at least 60 days in advance of the meeting and include details of the business to be discussed (including, where applicable, any proposed amendments or repeal of any Bylaw which, by special resolution, members may confirm, reject, or amend during the meeting), allowing the Board of Directors and members at large to form a reasoned judgment in relation thereto.	This modification is being proposed as the 60-day notice has been standard practice of CPF NB, but would ensure this remains in effect to provide members with advance notice of the particular meetings to allow for time to propose modifications or submit feedback. The wording around By-law proposals is to ensure that proposed amendments are posted along with the agenda, given they can occasionally require additional time to receive feedback from members and stakeholders.