**Notice of Special Resolution**

**The Federation of Asian Canadian Lawyers (British Columbia) Society**

**(“FACL BC”)**

**For AGM July 17, 2023**

**WHEREAS** the Board of Directors of FACL BC has reviewed the Bylaws and recommends amendments to update the Bylaws;

**BE IT RESOLVED** as a special resolution that the Bylaws be amended as follows:

1. The “Associate Member” membership class established pursuant to articles 2.2(a) and (d) be renamed as “Supporting Member” and all references to “Associate Member” in the Bylaws be deleted and replaced with “Supporting Member”;
2. The “Area Representative” position on the Board of Directors as defined in article 1.1(d) be renamed as “Area Director” and all references to “Area Representative” in the Bylaws be deleted and replaced with “Area Director”;
3. Article 2.2(b) be deleted and replaced with the following:

(b) Unless as otherwise determined by the Board, the following persons are eligible to be a Full Member:

(i) a person who self-identifies as Asian-Canadian and who is:

A. a current or former member of any law society in any province or territory in Canada;

B. articling, clerking, or is enrolled in studies required by a law society or the National Committee on Accreditation;

C. a judge or retired judge of any court of record in Canada or outside of Canada; or

D. a full-time member of a faculty of a law school in Canada.

1. The term “treasurer” be deleted from article 4.4(e)(a);
2. The following be added as article 5.6:

Subject to the treasurer’s approval, any financial resolution for an amount in excess of $1,000 that is required to be taken at a Board meeting may be taken without a Board meeting if the financial resolution is approved by at least ¾ of the Directors entitled to vote on the matter. The financial resolution may be approved in writing by electronic mail, facsimile or other electronic transmission, and when all required votes have been obtained, it shall have the same force and effect as if it had been approved at a meeting duly held.

The moving Director shall provide the text of the financial resolution to the Secretary for circulation to the Board. The Secretary shall record the outcome of the financial resolution in the minutes of the next Board meeting.