

Process for Amending the ICF's Purposes

Prepared by the Friends of Rails to Trails Vancouver Island
December 2018



Island Corridor Foundation: Process for amending the ICF's purposes

The [Island Corridor Foundation](#) (ICF) is governed by the [Canada Not-for-profit Corporations Act](#) and its own Articles and Bylaws. The Articles lay out the purposes of the organization.

The Members of the ICF are the five Regional Districts and the five First Nations who are on or adjacent to the corridor who each nominate a director to the ICF Board. The board then appoints two members at large to complete the 12 director board. The board governs the ICF in accordance with its Articles and Bylaws.

The members of the ICF can request the board of the ICF to call a special meeting of the organization at which each member has a designated representative. The designated representative for the meeting of members need not be the same person as nominated by the member as director to the board. The representatives at the special meeting may make, consider and pass a special resolution to amend the Articles or Bylaws.

The procedure is as follows:

In accordance with the ICF Bylaws:

Section 2.5 - Members calling a members meeting:

The board of directors shall call a special meeting of members in accordance with section 167 of the Act on written requisition of the members carrying not less than 5% of the voting rights. If the directors do not call a meeting within 21 days off receiving the requisition, any member who signed the requisition may call the meeting.

Section 2.2 - Designated Representatives of Members:

Each member shall appoint a designated representative to exercise its rights, including voting rights, at any meeting of members. The designated representative for meetings of members need not be the same person nominated by the member for director.

In accordance with the Canada Not-for-profit Corporations Act:

Part 13 Fundamental Changes:

Amendment of articles or by-laws:

197(1) A special resolution of the members - or, if section 199 applies, to each class or groups of members - is required to make any amendment to the articles or the by-laws of a corporation to:

(j) change the statement of purpose of the corporation

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Notes on the process:

- The processes for calling a meeting and voting are dealt with in sections 2.3 and 2.4 of the ICF by-laws.
- The distribution of votes is dealt with in the ICF Form 4031 Articles of Continuance. There are five Regional Districts who have collectively a total 100 votes. There are 5 (or 14 in the articles) First Nations who also have collectively a total of 100 votes. The total number of votes is 200.
- Five percent of the members voting rights can call a meeting. Five percent of 200 is 10 votes, therefore one Regional District (20 votes) can call a meeting.
- The resolution at the meeting would be a special resolution which is defined in the act as a resolution requiring a two-thirds majority of those present.
- The act states that where quorum is not defined in the articles a quorum shall consist of a majority of the members.