

Constitution and By-laws Committee Report Respecting the 124 Ontario Canada Unit Constitution

As required by the International Constitution and By-laws of WBCCI, the Unit Constitution and By-laws Committee (C&BL) has undertaken a review of the Unit Constitution. The following observations and recommendations were presented to the Unit Executive at the 2018 Spring Rally and adopted by the Executive at that meeting.

We are awaiting a new governing Ontario provincial law for non-share capital corporations to be brought into force, the *Not-for-Profit Corporations Act*. It has been passed by the Ontario Legislature but, according to the provincial government web site, requires some technical amendments before being brought into force. The new date for the Act to come into force is 2020. The new Act will require a thorough review of our Constitution and, we expect, a fair number of amendments to it. Our recommendation is to not amend our Constitution at this time but to wait for the new legislation. We recommend commencing work on preparing our new Constitution as soon as the new legislation is in place rather than waiting for the next 5-year review.

Having said this, there are a number of matters we would like to flag from our review of the current Constitution.

1. It appears that a number of provisions in the Unit Constitution would be better placed in the By-laws. The new *Not-for-Profit Corporations Act* will set out the required contents of letters of incorporation (our Constitution) and provide model by-laws.
2. Questions have arisen in the past respecting membership in the Unit once a regular member has sold their Airstream (section 5.4). The International Blue Book clarifies when these members may retain their membership:

“Regular Members, who were in good standing when they sold their recreational vehicle manufactured by Airstream, Inc., may, upon request, retain their membership as Regular Members, **provided such members do not own another brand of recreational vehicle, except such Regular Members may own another brand of recreational vehicle that is parked in a permanent or semi-permanent location to be used by the members as a vacation facility or as a home.**”

Consideration should be given to adding the words in red to the Unit Constitution.

3. The International Constitution and By-law Committee has also reviewed our Constitution and sent a number of comments. As their letter stated: “the first thing that caught my eye was your requirement for 6 trustees. WBCCI's requirement is for 2-4. Given the challenge of finding folks willing to fill officers rolls your requirement is noteworthy. Unless your Provincial Statutes require such a large number you can reduce the number at your unit's discretion. “

We recommend that we maintain our current number of 6 trustees. Our Unit as of June 30, 2017 had 192 voting members. We have consistently had 180 to 200 voting members. Finding 6 trustees has not been an issue. We like to choose a mixture of members with more than 5 years membership and newer members. It is a good training ground for future Executive members and a good means of involving new members and making them feel part of the Unit and WBCCI. Also, it is easier to attain a quorum with a greater number of trustees.

Adopted by the Unit Executive at the Spring Rally in Stayner, May 26, 2018

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4. A second comment from HQ refers to section 7.9 of our Constitution: “Constitution para. 7.9 seems to contradict itself. The first sentence "...serve as such without remuneration..." while the last sentence "...may be paid reasonable expenses incurred by him or her in the performance of his or her duties. “

We need to clarify that the Executive is only remunerated for expenses incurred in the performance of their duties.

5. HQ also states: “Constitution para. 10.7 is unclear. It seems to say that if one member votes via mail/electronic means that no other members may vote by any other means on a given proposal. Would this method be used if no meeting is intended?”

We agree that this provision needs to be rewritten to clarify the intent. Our intent was to have either a mail in ballot, an electronic ballot or voting in person – pick one. This was an attempt to make voting easier for the member without having to do a time-consuming roll call at a meeting. If multiple forms of voting are to be offered, a simple show of hands at a meeting will be more complex to ensure that there is only one vote per member.

6. Consideration should be given to removing Article 12 and Article 14 from the Constitution. These subjects are also addressed in the By-laws.
7. HQ states: “Constitution para. 15.2 line 4. Recommend the word "present" be inserted between "members and at" so that it reads "voting members present at..."

Inserting the word “present” would invalidate a mail or electronic ballot. We propose changing this provision to read “and sanctioned by a 2/3 majority of the votes cast by voting members”.

8. Finally, HQ states that our “Constitution Article 16 is customarily part of the bylaws rather than the constitution. As a part of the Bylaws an item is more easily modified at the discretion of the Executive Board rather than a vote of the entire unit membership.”

As stated previously, we will need to reconsider a number of provisions, including this one, that would be better placed in our By-laws once the *Not-for-Profit Corporations Act* comes into force.

9. Should the Unit change its official name to refer to the Wally Byam Airstream Club (i.e. WBAC Ontario Canada Unit)?

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