



## 2016 ARNBC EGM Q and As

ARNBC is fully aware that misinformation is being spread about our upcoming EGM. The good news is we will likely have a record number of attendees at what is usually a fairly staid type of meeting. We are delighted to welcome all members. However, we are also concerned that some of the misleading information that is being circulated will leave many nurses disappointed when they discover this EGM will provide limited opportunity for discussion and that the focus will solely be on the bylaws as circulated to members.

This Extraordinary General Meeting (please note, this is not an *Emergency* General Meeting as it has been erroneously called by some) has one purpose and that is to go over proposed changes to the bylaws and vote for or against the bylaw revisions. We know there has been some misinformation spread that members will be able to make changes or amendments on the floor, but this information is misleading. No edits or amendments can be made to these bylaws during the EGM – they will either pass or fail in their existing form. This is consistent with Robert's Rules of Order and the legislation governing Societies in BC.

1. **Do I still need to pay the 2017 ARNBC fee increase, even though the bylaws were voted down?**

As a result of misinformation shared by the Union, some members are under the mistaken impression that the 2017 fee increase was to be voted on during the Extraordinary General Meeting. The 2017 ARNBC fees were determined and approved by ARNBC in November, and were not up for discussion at the AGM. The ONLY thing that was voted on during the AGM was whether to approve or not approve new bylaws. The fact that the bylaws were defeated has no significant impact on ARNBC operations, nor does it impact the 2017 fees.

2. **Why is ARNBC holding an EGM?**

With changes to the *BC Societies Act* coming into play in 2016, ARNBC has chosen to update and modernize its bylaws, in compliance with these changes.

3. **How do you decide what bylaws need to change?**

The new *Societies Act* tells us what we need to change. Bylaws for most of the population, are not very exciting, but they do need to comply with the Societies Act. We spent a lot of time talking to our lawyers and worked with them to come up with the current draft bylaws. We focused heavily on implementing changes and updates that reflect how a modern, progressive professional association works. All of the changes are consistent with best practice bylaws you will see implemented by most other societies under the Act.

The next step is to bring the draft bylaws to members to vote. They either pass or we are tasked with doing more work on them.



4. **Is ARNBC increasing fees at this meeting?**

No. It has already been determined and approved that ARNBC will increase fees for 2017. Our fees are increasing by \$12/year for a total of \$53/year from each registered nurse and nurse practitioner in the province (the total amount is equivalent to \$1/week). This is a very small amount in comparison to dues paid to other nursing organizations.

The increase in fees this year is simply because we need to ensure we have enough funds to pay for the legal challenges the Union is pursuing against us. In fact, the Board had voted to not increase fees, believing that there was opportunity to come to a resolution with the Union. The change was only made once it became clear that ARNBC would need to continue to defend itself against legal challenges for the foreseeable future. BCNU continues to pursue litigation against ARNBC and we need to protect our organization.

5. **Why are you changing the bylaws to give the board the power to increase fees without member input?**

ARNBC promised not to raise fees for the first three years of its existence, and we didn't. In fact, we waited five years before raising fees by an additional dollar per month. Our old bylaws stated that we would not change fees without consultation with members, but described no parameters around what that consultation would look like. Our lawyers advised us that by definition consultation had no legal definition and so, we are proposing to remove it.

6. **Why do you need a bylaw that gives the board the ability to remove elected nurses from director positions?**

This is standard under the new rules of the *BC Societies Act*. You will see similar changes from many not-for-profit associations who are required to adapt to the new rules. Again, ARNBC has adopted best practice approaches when developing these new bylaws. In conjunction with legal experts, we have crafted bylaws that are consistent with most modern organizations. If a board member was to be removed there would be a policy in place that follows proper procedures.

7. **The BCNU is telling people that you are trying to pass a bylaw allowing the Association to borrow money - which the members will have the responsibility to pay back. Is this true?**

The changes to the borrowing powers reflect changes in the new Societies Act. The former Society Act required societies to obtain a special resolution of its members before issuing a debenture. There was no clear definition of what a debenture was in the legislation leading to confusion about when it was necessary to obtain member approval. This is no longer required under the new Societies Act and is removed in the proposed Bylaws. The ability for members to restrict the borrowing powers of the Board by ordinary resolution has also been removed in the proposed Bylaws. This new Societies Act requires borrowing restrictions to be in the Bylaws themselves. This change would not affect any differently, the responsibility to repay any borrowed money as per the existing bylaws.

8. **Why do you need a bylaw that says the Board can vote out an elected Board Member?**

Again, ARNBC has looked to best practice used in developing bylaws and has discussed this at length with our legal team. This approach is standard under the new Societies Act and in part, recognizes that the old way of calling an EGM and holding a member vote to remove a board member would necessitate a very public discourse on what could be a very personal matter.



9. **Why is BCNU trying to get many people to attend the EGM?**

We aren't entirely sure why an EGM has caused so much interest with the Union, but have seen a number of emails detailing how BCNU will pay for the transportation and parking for nurses, and in some cases, are hoping to bring busloads of nurses to the EGM.

ARNBC wants to be as transparent as possible, and that includes ensuring that our messaging is clear that this extraordinary general meeting is simply about passing or not passing the current draft bylaws. We hope nurses will not be disappointed that this is a simple business meeting which will be run according to Robert's Rules of Order and will strictly adhere to the set agenda.

Our biggest concern at this point, is that hundreds of unregistered people show up and we will not have space or food. For this reason, we have asked individuals to sign up by going to [www.arnbc.ca/egm](http://www.arnbc.ca/egm) and we would encourage you to continue to do so.