

## Intro to Rules Changes from the Governance Committee

Dear BCCA Members,

This year, we are pleased to bring forward a set of proposed updates to BCCA's Memorandum of Association and Rules. These changes are intended to ensure that our foundational documents continue to reflect the evolving needs and structure of our association.

As a co-operative, it's important that our governing documents reflect our shared values and current realities. This review has been the primary focus of the Governance Committee's work over the past year. We began by reviewing and drafting proposed updates as a committee, then brought them to the full Board for discussion and approval. From there, the proposed changes were reviewed by co-operative law specialist Bill Oemichen. The legal review confirmed that the proposed updates are consistent with applicable legislation and aligned with current best practices in the co-operative sector.

Please take time to review the proposed new Rules, along with the summary document highlighting the major changes. The current Rules are also included in this package for comparison. Several changes are particularly substantial, and we want to provide a bit more context for those here:

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### Number of Votes per Member

The current rules include a complicated formula allocating different numbers of votes to members based on their size and dues paid. This approach is inconsistent with the Co-operative Principle of Democratic Member Control, which emphasizes "one member, one vote."

The proposed rules restore equal voting rights for all co-operative members, simplifying our process and better reflecting our values.

The Association currently has three classes of voting members:

- **Class A** – general co-ops incorporated as co-operatives
- **Class B** – non-co-op entities
- **Class C** – sustaining members (very large co-operatives)

Under the proposed rules, Class B members would no longer have voting rights. If a Class B member later incorporates as a co-op, they would become a Class A member and gain a vote. This change ensures that control of the Association remains in the hands of co-ops in British Columbia.

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## Number of Directors and Length of Terms

Previously, the number of open seats on the Board each year was determined by the Board itself prior to the nominations period. In some years, this corresponded with expiring terms; in others, it was based on anticipated candidate interest. While flexible, this approach was complex and left room for governance challenges, including limited democratic renewal.

The proposed rules would fix the number of Class A Directors at nine, with three seats up for election each year. This improves clarity, supports democratic consistency, and balances renewal with continuity.

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## How Elections of Directors Would Work

Currently, the Board may present a slate of candidates for acclamation. Under the proposed rules, each candidate would be voted on individually, allowing members to affirm (or not) each nominee. This strengthens representation by ensuring each Director is directly elected by members.

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## How Annual Dues Are Determined

The new rules clarify that minimum annual dues will be set by the Board. However, any increase of more than 10% in a single year would require approval from the general membership at an AGM. This approach ensures transparency and oversight while preserving the Association's ability to remain financially sustainable.

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Thank you for taking the time to engage with these important governance updates.

If you have questions about the proposed changes, please join the Governance Committee on **May 28 at 12pm** for a member discussion. This will be your opportunity to ask questions and share feedback ahead of the vote at the Annual General Meeting.

In co-operation,

Susanna Collins,  
BCCA Governance Committee Chair and Board Vice Chair