

BRITISH COLUMBIA SOCIETY OF LANDSCAPE ARCHITECTS
(the “Society”)

2024 ANNUAL GENERAL MEETING OF MEMBERS SPECIAL RESOLUTION #1
Proposed Bylaw Amendment: Board of Directors

Purpose

When the BCSLA transitions from our current governing legislation, the 1964 Architects (Landscape) Act, to the Professional Governance Act, the composition of its Board will change. The purpose of this special resolution is to make a slight change to our bylaws wording that will allow the Society to gradually change its Board composition without being non-compliant with its bylaws.

Background

Professional Governance Act

As most of you will know, the BC Government passed the Professional Governance Act (PGA) in November 2018. The legislation sets consistent standards for ethical principles, duties and responsibilities, and governance structures, and it introduces new regulatory tools, processes, and requirements for the regulatory bodies in BC. Since June 2019, the Office of the Superintendent of Professional Governance (OSPG), has administered the PGA. There are now six regulatory agencies under the PGA:

1. Engineers and Geoscientists of BC
2. Forest Professionals BC
3. BC Institute of Agrologists
4. College of Applied Biology
5. Applied Science Technologists and Technicians of BC
6. The Architectural Institute of BC

The BCSLA formally expressed interest in joining the PGA in May 2020 and the draft application was submitted on July 8, 2021. Subsequently, the Office of the Superintendent of Professional Governance (OSPG) completed an in-depth assessment of the landscape architecture profession in BC. On the basis of that assessment, The BC Society of Landscape Architects received a letter dated October 24, 2022 from the Honourable Murray Rankin, KC, former Attorney General and Minister Responsible for Housing. Minister Rankin concluded that the designation of landscape architecture under the PGA is in the public interest. In January 2023, the PGA and OSPG were moved to the Ministry of Post-Secondary Education and Future Skills. It is anticipated that the Honourable Lisa Beare, Minister of Post-Secondary Education and Future Skills, will be making this recommendation to the Lieutenant-Governor-in-Council in due course. Changes in the Premier and cabinet of the BC provincial government have delayed that recommendation.

The BCSLA offices are located on unceded Coast Salish territories of the xʷməθkʷəyəm (Musqueam), Skwxwú7mesh (Squamish), and səliłwətaʔ (Tsleil-Waututh) First Nations. We recognize and respect the history, languages, and cultures of the First Nations, Métis, Inuit, and all First Peoples of Canada, whose presence continues to enrich our organization, our lives and our country.

2024 BCSLA SPECIAL RESOLUTION #1 (continued)

Page 2 of 3

Requirements of the Act

Among other things, the PGA sets the composition of the Board of all regulatory agencies under the Act. The BCSLA current Bylaw 3.27 (excerpted below) states:

Board of Directors

3.27 The Board shall consist of twelve (12) Directors:

(a) five (5) Executive officers:

- i. a President;
- ii. a President-Elect;
- iii. a Past-President;
- iv. a Treasurer; and
- v. a Registrar; and

(b) six (6) Directors, including:

- i. four (4) Directors-at-Large;
- ii. one (1) Vancouver Island Representative; and
- iii. one (1) Interior of British Columbia Representative.
[Amended: April 1, 2017]

(c) one (1) voting Director of the Board will be appointed as the British Columbia representative to the Canadian Society of Landscape Architects Board of Directors for a two (2) year term. [Amended: May 3, 2008]

The Professional Governance Act Division 2- Organization of a Regulatory Body as excerpted below states:

(2) The composition of a board consists of the following board members:

(a) 7 registrant board members, including the board chair and board vice chair,

- (i) who are registrants of the regulatory body, and
- (ii) who are elected or temporarily appointed under section 26 [*election of registrant board members*];

(b) 4 lay board members

- (i) who are not registrants of the regulatory body, and
- (ii) who are appointed under section 27 [*appointment of board members*];

(c) the immediate past board chair of the regulatory body, who is a non-voting registrant board member.



2024 BCSLA SPECIAL RESOLUTION #1 (continued)

Page 3 of 3

Resultant Change to BCSLA Board Composition under the PGA

To be in compliance with the PGA, the BCSLA Board will change from the current 12 elected directors to 7 elected directors and 4 appointed lay Board members. On the recommendation of the BCSLA Professional Governance Act-Working Group, and in common with other regulatory agencies the BCSLA Board has agreed to change the bylaws to allow a gradual transition from the current Board composition to that required by the PGA. This will entail gradually reducing the number of elected Board members through attrition.

BCSLA Bylaws Excerpt (proposed new text in **underlined italics**)

Special Resolution #1:

*That the BCSLA Bylaws be amended to “The Board shall consist of **up to twelve (12)** Directors...”*

Bylaw Amendments require a vote by BCSLA Members via Special Resolution. In accordance with BCSLA Bylaw 3.26:

All resolutions passed at an annual general meeting shall be passed by ordinary Resolution of a majority of the quorum (fifty percent plus one (50% +1), except Special Resolutions which require a vote of seventy-five percent (75%) to pass.

If adopted, the amended Bylaw would not take effect until the proposed Special Resolution is filed and accepted by the BC Registrar of Companies following the 2024 AGM. A complete copy of the BCSLA Bylaws is available at www.bcsla.org.

DATED AT Vancouver, British Columbia, this 20 day of March 2024

BY ORDER OF THE BOARD

Patrick Mooney, President