

## SCHEDULE A

### TO THE NOTICE OF ANNUAL MEETING OF THE WESTERN CANADA SOCIETY FOR ACCESS TO JUSTICE dated April 26, 2007

#### **Special Resolution to amend the Constitution of the Society**

RESOLVED, as a special resolution, that the Constitution of the Society be amended as follows:

1. by deleting section 1 and substituting the following:
  - “1. The name of the society is ‘**THE ACCESS TO JUSTICE SOCIETY**’”.
2. by deleting section 2 and substituting the following:
  - “2. The purpose of the society is to facilitate access for the poor to justice and the legal system by:
    - (a) operating clinics to make free legal advice and assistance available to the poor;
    - (b) developing and operating other pro bono programmes for the purpose of or with a view to enhancing access for the poor to justice and the legal system; and
    - (c) undertaking such other activities as, in the opinion of the Board of Directors, are conducive to the attainment of its purpose”.
3. By adding the following provisions:
  - “3. The affairs of the Society shall be carried on without purpose of gain for its members and any profits or other accretions to the Society shall be used for promoting its purposes. No director shall be paid any remuneration for services rendered to the Society in the capacity of director but may be reimbursed reasonable expenses incurred in acting as such. This provision is not alterable.
4. Upon winding-up or dissolution of the Society, the assets remaining after the payment of all costs, charges and expenses properly incurred in the winding-up, including the remuneration of a liquidator, and after payment to employees of the Society of any arrears of salaries or wages, and after the payment of any other debts of the Society, shall not be distributed to any member of the Society but shall be distributed to a charitable organization (or organizations) in British Columbia, registered under the provisions

of the Income Tax Act (Canada) and having purposes similar to those of the Society, which shall be designated by the directors. This provision is not alterable.”

4. That the Constitution, as amended, shall be in the form annexed hereto as Appendix 1.

**Explanatory Notes**

1. The purpose of the name change is to acknowledge that in practice the Society is generally known as “Access Justice” rather than by the more cumbersome “official” name.
2. The principal purpose of the redrafting of the purposes of the Society is to reflect the reality of its main activities and, at the same time, to enhance the Society’s flexibility in pursuing related activities.
3. Proposed clauses 3 and 4 are new. They are now common place in the constitutions of societies that have registered status under the Income Tax Act (Canada). In any event, they seem to reflect prudent principles.

## Appendix 1

### Constitution of the Society as amended

1. The name of the society is ‘**THE ACCESS TO JUSTICE SOCIETY**’.
2. The purpose of the society is to facilitate access for the poor to justice and the legal system by:
  - (a) operating clinics to make free legal advice and assistance available to the poor;
  - (b) developing and operating other pro bono programmes for the purpose or with a view to enhancing access for the poor to justice and the legal system; and
  - (c) undertaking such other activities as, in the opinion of the Board of Directors, are conducive to the attainment of its purpose.”
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SCHEDULE B

TO THE NOTICE OF ANNUAL MEETING OF THE WESTERN CANADA SOCIETY  
FOR ACCESS TO JUSTICE dated •, 2007

**Special Resolution to amend the By-laws of the Society**

RESOLVED, as a special resolution, that the By-laws of the Society be amended by:

1. deleting the provisions of the existing By-laws and
2. adopting in their place the provisions set out in Appendix 1 to this resolution.

Appendix 1

PROVINCE OF BRITISH COLUMBIA

SCHEDULE B – SOCIETY ACT

Bylaws of Access Justice Society [see Access Justice Bylaws document]