

# Information for Prospective BCAK Directors



## About the BCAK

The BCAK is a society incorporated in the province of British Columbia in 1991.

## BCAK Mandate

To be effective in its operation, the BCAK, including its directors, prospective directors, committee members and support staff must know and understand why the organization exists and whom it serves. This is spelled out in the society's constitution and reflected in the wording of its bylaws and should be reviewed prior to applying to be a director.

## Who Are the Directors?

The Board of directors is comprised of individual members of the society who qualify for nomination as directors under the society's Bylaws and are duly elected or appointed in accordance with the Bylaws.

## What is a Director's Term?

A director's term is dictated by the society's bylaws and is currently 2 years unless a director resigns, is approaching their maximum allowable continuous limit as a director (6 years) or is otherwise disqualified or removed by a resolution of the remaining Board of directors. The bylaws require that half or as close to half as possible of the directors are elected each year. This provides for increased continuity in the Board from year to year. If the number of directors elected in any one year is more than the approximate 50% requirement, directors will be asked to volunteer or will be randomly selected to accept one-year terms to comply with this requirement.

## What is the Role of the Board of Directors?

The board of directors is accountable to the members. The board as a whole is responsible for managing and supervising the activities and affairs of the society.

## What Are The Conflict-of-Interest Requirements?

A director must act in good faith and in the best interests of the society in addition to the society Bylaws and the laws of the land. A director who has a direct or indirect interest in any society business must fully disclose their interest and is not permitted to take part in discussions or vote on any matters related to the business in which they have an interest.

## What are the Confidentiality Requirements of Directors?

All directors are subject to confidentiality restrictions for society business discussed at board meetings. Unless the information has been approved for release outside of Board meetings or for public release, information must not be discussed with persons who are not current Board members. This applies to business involving personal information of members, contractors or staff of the society which is of a sensitive nature or legal matters pertaining to the society. Board members must submit to a confidentiality agreement upon being elected to the Board and are bound by it during their time as a director in the future when they are no longer a director.

## What are the Purposes and Duties of Directors?

As a member of the board of directors, each director is tasked with providing input and making decisions which

---

# Information for Prospective BCAK Directors



are in the best interest of the society in relation to its purposes. The main purpose of directors as a collective is to oversee the operation of the society. Individual directors have no power or authority other than that which is delegated in accordance with the society's bylaws. The board of directors maintains the controlling authority and can revoke any authorization it has provided to a director or group of directors at any time by passing a resolution to that effect.

## What Are the Priority Tasks for Directors?

Many new and uninformed directors believe that the day-to-day operations such as marketing to achieve specific goals or outcome or professional development are the key aspects to which they are to direct their attention when it comes to the society's operations. This perception is untrue, as the most important tasks the directors are empowered with, are those dictated in law by the Society Act. Essential tasks which directors must ensure are completed include the following:

- The planning & holding of an Annual General Meeting (AGM) within the required time limit following the most recent fiscal year end. For the BCAK the year end is December 31<sup>st</sup>. This dictates the AGM must be held no later than June 30<sup>th</sup> of the following year.
- Ensure that all required legal documents are appropriately prepared and/or filed. Including.
  - ✓ Annual filing of corporate Income tax (T2) documents,
  - ✓ Annual NPO federal filing
  - ✓ Annual filing of the list of directors and verification of AGM with the Provincial registrar of societies
  - ✓ Sales Tax remittances and annual filing
  - ✓ Preparation of annual financial statements
  - ✓ Preparation and retention of Minutes of the Annual General Meeting and any Special General Meetings.
  - ✓ Ensuring the Constitution and Bylaws are compliant with current law and when they are not, that they are updated accordingly, including filing any member approved changes to the bylaws with the regulator
  - ✓ Having appropriate written business contracts for all third-party service providers
  - ✓ Maintain required Board meeting minutes
  - ✓ Maintain Committee meeting minutes, and importantly
  - ✓ Provide prudent financial oversight of the society
  - ✓ Ensure the BCAK is compliant with other laws such as those related to the privacy and protection of personal information and human rights

Other business carried out by the society is important to the society and its members, however these are the essential items that must be performed.

Based on the priorities indicated above, members applying to be a director should be knowledgeable and informed on the following in order to effectively serve as a director if elected:

- The BC Societies Act see: [BC Registrar's Guide to Not-for-Profit Organizations](#)
  - [BCAK Bylaws](#)
-

# Information for Prospective BCAK Directors



- [BC Human Rights Code](#)
- [BC Civil Resolution Tribunal](#)
- [BC Employment Standards Act](#)
- [Health Professions Act of BC](#)
- [Lobbyists Transparency Act](#)
- Ability to read, review and understand financial statements and reports
- An understanding of basic meeting rules of order
- Consensus based decision making
- Privacy Legislation in Canada, including [PIPEDA](#), [FIPPA](#), [PIPA BC](#),
- Business Insurance terminology
- Government Relations - Communications, Marketing, Lobbying
- [Insurance \(Vehicle\) Regulation](#) and ICBC
- Business Management/Contract law
- Kinesiology professional practice and the areas of practice
- Post-Secondary kinesiology education and degree programs

---

To apply to be a director, you must submit a nomination form to the BCAK. Nominations forms may be submitted beginning at January 1<sup>st</sup> of the year to which the election of directors applies and must be received no later than deadline set by the board of directors, which is typically 60 days prior to the scheduled annual general meeting date.

**The BCAK director nomination form can be obtained by contacting the BCAK office to request one be emailed to you.**