



NOTICE OF ANNUAL GENERAL MEETING OF MEMBERS

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Members of the BRITISH COLUMBIA SAILING ASSOCIATION will be held at 5:15 pm on Saturday, June 29th, Royal Vancouver Yacht Club Library, 3811 Point Grey Road Vancouver, B.C. for the following purposes:

1. To receive the appointments of Member Delegates;
2. To receive and consider the report of the directors, the financial statements for the year ended December 31, 2018, and the report of the auditor thereon;
3. To appoint an auditor for the ensuing year at a remuneration to be fixed by the directors;
4. To elect directors for the ensuing year;
5. To consider the report of the officers and committees;
6. To transact such other business as may properly come before the meeting.

In preparation for the 2019 BC Sailing Annual General Meeting, attached are the following forms that are required to be submitted to BC Sailing according to the Bylaws.

1. Member Information Form: (Declaration of total club members) (Annex A)
2. Member Delegate Form (Annex B)
3. Proxy Form (Annex C)

The 2019 Annual General Meeting Package will be forwarded prior to **June 15, 2019** and will consist of:

- a. BC Sailing Constitution & Bylaws Link
- b. 2019 Annual General Meeting Agenda
- c. 2018 Annual General Meeting Minutes
- d. Board and Operations Reports
- e. 2018 Audited Financial Statements
- f. List of Board Nominated Candidates and Biographies
- g. Detailed Q & A's on Voting and Election Process (must read)

Please note:

- Member Delegates representing a member club, association or sailing school may **only** be appointed by such member organization;
- Members are eligible to vote based on official Member Delegate or Proxy forms received and duly signed by Member Clubs, Schools or Associations

BC Sailing
#195 – 3820 Cessna Drive
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Annex A

British Columbia Sailing Association

2019 Annual General Meeting

Member Declaration* Form

All Members are required to provide their membership information for the purposes of determining the non-voting membership of the Association in accordance with applicable law and subject to reasonable terms of confidentiality.

(Member Club/School)

(Total club members)

(Signature of Commodore)

(Name of commodore – printed)

Signed on [date]

** This Membership Declaration form is required in accordance with the BC Sailing Association Bylaws 2.9 (a). The bylaws are available on the BC Sailing website and should be consulted to ensure that your Membership Information form is valid and that you understand the definition of a Member “in good standing”*

Please email (PDF) Member Delegate Form to the BC Sailing office by **Friday, June 14, 2019**.
crew@bcsailing.bc.ca

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Annex B

British Columbia Sailing Association

2019 Annual General Meeting

Member Delegate Form

The undersigned, who is an ordinary member of the Association, hereby appoints _____ as the Member Delegate to attend, act and vote for and on behalf of the undersigned at the general meeting of the Association to be held on the 29th of June, 2019 and at any adjournment of that meeting.

(Signature of member)

(Name of member - printed)

(Signature of Commodore)

(Name of commodore – printed)

(Member Club/School)

Signed on [date]

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Annex C

British Columbia Sailing Association

2019 Annual General Meeting

Proxy Form

The undersigned, who is an ordinary member of the Association, hereby appoints _____ or failing that person _____ as proxyholder for the undersigned to attend, act and vote for and on behalf of the undersigned at the general meeting of the Association to be held on the June 29, 2019 and at any adjournment of that meeting.

(Signature of member)

Signed on [date]

(Name of member - printed)

(Member Club/School)

Please email (PDF) Proxy Form to the BC Sailing office by **Friday, June 14, 2019**. crew@bcsailing.bc.ca



2019 Annual General Meeting Q & A's Voting and Election Process

Who can attend the AGM?

Any individual in “good standing” of a Member Club, School or Association may attend and observe. However, only confirmed “member delegates” are permitted to vote. “Non-member delegates” (BL2.6(b)) may attend and speak to an agenda item, but are not permitted to vote.

How does one become the Member delegate?

A Member Yacht Club, Sailing School or Sailing Association who is in good standing with BC Sailing will appoint an individual member who is in good standing with the respective Member Yacht Club, Sailing School or Sailing Association (BL2.2(a)) to vote at the BC Sailing GM meetings

What is the process of appointing a member delegate to attend the AGM?

Each Member (Club, School or Association) must appoint a person (volunteer or staff member) to represent it and shall give prompt notice of such appointment in writing to the Association not less than three days* before the meeting of the Association at which they intend to vote, and may from time to time remove any such representatives and may appoint another representative, in writing to the Association and not less than three days before any meeting of the Association at which it intends to vote. (2.2 (a))

**While the bylaws reflect a (3) three-day pre-AGM appointment notice requirement, logistically, a (14) fourteen-day appointment notice would be preferable to ensure the delegate receives the meeting package in a timely manner. Should the Member be required to change the delegate, the (3) three-day notice will be upheld.*

Each Member (Club, School or Association) must complete the Member Delegate form.

VOTING

Can we still vote if we are unable to attend the AGM?

Your right to vote on the election of directors and on all matters on the agenda at all general meetings of the Association can be done via a proxy and recognized through the appointment of a proxyholder. (BL4.1)

How does a Proxy work?

Each Member (Club, School or Association) who are unable to attend the AGM must complete the Proxy form (Annex B), including signatures, and submit to BC Sailing. Proxies allow you to delegate your voting privileges to another Member (Club, School or Association) delegate.

While proxies will be accepted up to one hour prior to the AGM (BL4.3), we encourage you to forward the proxy form (in PDF form) to the Provincial office by **June 15, 2019**.

Please note: one member shall not hold or exercise the proxies of more than five Members).



Voting at the AGM

Voting will normally be done by a show of hands (BL3.12). Elections will be done by secret ballot (BL6.1). Questions arising at any meeting of the Directors will be decided by a majority of votes (BL7.14). The presiding officer (Chair) may not vote on any motion or resolution except in the case of an equality of votes at any general meeting, when the Chair is entitled to a deciding vote.

The only exception is when there is a vote required on a “special resolution” (i.e. change of bylaws), which requires two thirds of the votes cast to support the resolution (BL1.1(n)).

How many votes will we get?

This depends on the number of “registered members” your club has. Generally, each Member has one vote on each resolution put to a vote. Yacht Clubs (or Sailing Schools*) with over 100 registered members receive one vote per each 100 registered members to a maximum of 10 votes, based on the registered membership in the Member’s previous year (2018) (BL3.8). See chart below for examples.

Club, School, Association	Registered Members	Votes
Club A	99	1
Club B	231	3
Club C	1500	10
Club D	2700	10
School A*	0	1
School B#	166	2
Association A	1	1
*No corporate membership structure/Flat fee payment		
# Corporate membership structure/Flat fee + member payment		

In accordance with bylaw 2.10 (a) BC Sailing has a differentiated membership fee rate for each category of Members. Associations and Sailing Schools that have “participants”, pay a flat Member fee and receive 1 vote. Sailing Schools and Yacht Clubs with a “registered member” structure, pay a per member fee to BC Sailing and receive votes as per the table above.

All Members must complete and submit a Member Declaration Form

*In order for Member Schools to receive more than 1 vote, the School must present: proof of corporate structure that includes reference to “members” and evidence of paying (2018) member fees.

ELECTION OF DIRECTORS

A call for nominations has been circulated to Member (Clubs, Schools and Associations). The Nomination Committee will also approach and encourage individuals to stand for election. All Director candidates must be members in good standing and endorsed by their respective Member Club, School or Association). Details of the Nomination process and why you may consider volunteering for a BC Sailing Board (or Committee) position can be found in [Annex D](#).

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Quorum

A quorum at all general meetings is the number of Members holding not less than ten of the total votes representing three Members entitled to attend and vote at the meeting. (BL3.18)

The directors, officers and solicitor of the Association shall be entitled to attend at any general meeting but no such person shall be counted in the quorum or be entitled to vote at any general meeting unless he shall be a member entitled to vote (Member delegate or proxyholder).

Meeting Rules of Order

Roberts Rules of Order will be observed.

Special Attention

In order to be officially registered to vote at the Annual General Meeting, all forms must be submitted to BC Sailing according to the bylaws.

Further Questions or clarifications required?

Please direct to Rick Nickelchok, Executive Director rick@bcsailing.bc.ca