



Extraordinary General Meeting

Saturday, November 23rd, 2019

Jericho Sailing Centre, Vancouver BC

MINUTES

Participants

CFSA Sailing Club Esquimalt - Christopher Maier (4)
Central Okanagan Sailing Assoc. – Gillian Thomson (3)
Kelowna Yacht Club – Steve Brunsdon (10)
Royal Vancouver Yacht Club – Gerry Cullen (10)
Simply Sailing – Marnie Bragg (1)
West Vancouver Yacht Club – Kathy Parlson (8)

Observers

Bev Parslow, WVYC	Jonah MacKinnon, Hollyburn SC
Chris Thorne, RPSA	Lucie Sol, Sooke SA
Colm Webb, Kits YC	Mark Isaak, Cultus Lake SC
Daryl Cowden, RVicYC	Matthew Humer, Hollyburn SC
David Martin, WVYC	Michael Turner, RVicYC
Dmitriy Minenko	Michael Shepard, RVicYC
Dorothy Cunningham, Challenge Sailing	Musa Fortin, RPSA
Eric Martinen, RPSA	Stephen McBride, RVicYC
Francois Hebert, Whistler SA	Tom Sitar, RVanYC
Gary Langstaff, Blackfish Sailing	Vaughan Johansen, Underway Sailing
Gord Fulcher, Starlight Sailing	William Lutz, RVicYC
Gordon McKee	Christine Masson, Cultus Lake SC
John Slater	Tyler Brand
John Abel, RVicYC	

Directors and Staff in Attendance

Paul Mendham, President	Jennifer Ross, Director
Callum Beveridge, Treasurer	Rick Nickelchok, Executive Director
Richard Mundell, Royal Victoria YC	Kevin Black, High Performance Coach
Steve Brunsdon, Secretary	Nancy Chow, Administrative Coordinator
Paul Shield, Director	

Guests

Don Adams, CEO Sail Canada

1. Call to Order

Paul Mendham welcomed all attendees to the 2019 BCSA Extraordinary General Meeting. He introduced the Board members and staff. Meeting commenced at 10:03 a.m.

2. Establish Presence of Quorum & Meeting Rules

Paul Mendham confirmed with Rick Nickelchok, Executive Directors that the Member Delegate and Proxy submissions for this AGM were correctly filed and that a quorum has been established as per our bylaws.

3. Receive the Appointments of Member Delegate and Proxy Votes

36 Member Delegate Votes registered 0 Proxy Votes Registered

36 Total Votes

19 Votes required to support / defeat a motion.

Meeting Rules: Paul Mendham indicated that we will be following rules from Robert’s Rules of Order, Newly Revised.

4. Adoption of Agenda

Motion: Moved by *Gerry Cullen*, seconded *Kathy Parslow* to “**approve the Agenda of the November 23, 2019 Extraordinary General Meeting**”. *Carried*

5. Approval of Minutes 2019 AGM

Motion: Moved by *Steve Brunsten*, seconded by *Christopher Maier* to “**approve the the minutes of the June 29 2019 Annual General Meeting**”. *Carried*

6. Business Arising from the June 29, 2019 Annual General Meeting Minutes

Paul Mendham indicated that there was no business arising from the 2019 AGM.

7. Proposed Bylaw Changes

Paul Mendham indicated that there are 15 proposed bylaw changes on the agenda. These have been circulated in the EGM Package and posted on our website.

Nine (9) of the proposals are substantive in nature, and the other six (6) are housekeeping in nature.

It was proposed and supported that each proposal would be reviewed individually. The motion for approval would come in the form of an omnibus motion after all the proposed bylaw changes were reviewed.

It was also noted that the approved Bylaw changes may result in the need to renumber clauses. Through the adoption of the proposed changes, it is assumed that the membership is acknowledging and granting permission for these housekeeping revisions.

- i. **NEW:** In General Meetings (GM) Section; Article 3.2.(A) **New Business**

A best practice approach to restrict the business of the meeting to the items listed in the bylaws or duly circulated in advance of the meeting to permit Members to understand the rationale and have the opportunity to make informed decisions on the matter.

Proposal: 3.2 (a) New Business

No other item of business will be included in the notice of the meeting of the Members unless notice in writing of such other item of business has been submitted to the Board within seven (7) days of receiving notice of the meeting of the Members in accordance with procedures as approved by the Board. Copies of all such proposals together with copies of any amendments thereto then proposed by the Board and copies of all resolutions put forward by the Board shall be sent to all Members with the agenda and the notice calling an Annual General Meeting no later than ten (10) days prior to the meeting.

Discussion occurred with no opposition.

ii. **NEW: In GM Section; Article 3.5. Participation/Holding by Electronic Means**

A best practice approach to maximize technological advancements and opportunities to better service the membership.

Proposal: (New) 3.5 Participation/Holding by Electronic Means

At the discretion of the Board of Directors, and for the benefit and convenience of the membership, the Board may elect to have electronic access available to General Meetings from time to time. The Society shall use commercially reasonable efforts to make such means available. If enacted, any person entitled to attend a meeting of Members may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A person so participating in a meeting is deemed to be present at the meeting.

Discussion occurred with no opposition.

iii. **In GM Section; 3.10 Voting by Presiding Officer**

Best Practices: Should the BC Sailing President (Presiding Officer) vote at AGM if they have not been designated a member delegate or proxy holder? We think not!

Proposal: 3.10 Voting by Presiding Officer

The presiding officer shall not vote on any motion or resolution unless they are an appointed Member Delegate or Proxyholder. In the case of an equality of votes at any general meeting, the vote will be deemed to be lost.

Discussion occurred with no opposition.

iv. **In GM Section; 3.18 Quorum**

Current language used is difficult to understand.

Proposal: 3.18 Quorum

Except at a meeting called under the provisions of Section 5, a quorum at all general meetings is a minimum of three Members accounting for a minimum total of not less than ten (10) votes. The directors and officers 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 thereat.

A proposed suggestion was “no one club can have 50% or more of the total votes”. Discussion occurred with no opposition.

v. In PROXIES Section: **4.1 Appointment of Proxy Holder**

Historically, there is a low “proxy” registration at General Meetings. This change will provide another (easy) option for Members to exercise their vote at general meetings. (It is a practice of Sail Canada as well).

Proposal: 4.1 Appointment of Proxy Holder

An ordinary member of the Association may assign their proxy to the BC Sailing Association President (or an Officer), or any of that Member’s registered members or another Member Delegate as a proxyholder to attend, act and vote for the ordinary member at a general meeting. Subject to the provisions of this Bylaw 4 and the terms of such proxy, such proxy shall supersede the authority of such ordinary members’ own Member Delegate in accordance with its terms.

No proxyholder (including any Member Delegate) shall hold or exercise the proxies or more than five ordinary members of the Association at any general meeting.

Discussion occurred with no opposition.

vi. In DIRECTORS Section; **7.3 Election of Directors**

Best Practices: Increase Board Terms of office to two (2) years. Often, it takes at least one year for an incoming Director to understand the governance and operations of an organization before a Director can effectively contribute to their potential. The current model could result in a full turnover of directors at one time and put the association in a state of leadership crisis.

Proposal: 7.3 Election of Directors

At the first annual general meeting of the Association and at every annual general meeting thereafter the members shall elect the number of directors determined pursuant to sections 6 and 7.4 and such directors shall hold office until the end of their respective term.

(NEW) 7.3 (a) Terms of Office

The Directors of the Society shall be elected for a two (2) year term to a maximum of four (4) consecutive terms. Elections will occur on a rotational basis, with the majority of the directors being elected on even years and the balance the directors on odd years.

If an individual holds office as a director for the Maximum Term, he or she may be considered as a nominee for a Directorship only after one year has passed since the expiry of the Maximum Term.

Discussion occurred with no opposition.

vii. In DIRECTORS Section; **7.4 and 7.5 Number of Directors**

Assumes the addition of a one (1) year non-voting Past President position on the Board.

- a) Merges some of the language of the two bylaws
- b) Removes the need for an odd number of directors

Proposal: 7.4 and 7.5 Number of Directors (Merge the two bylaws into 7.4)

7.4 Number of Directors

- (a) The Board shall consist of a minimum of five and a maximum of nine members who shall be nominated by the Members or are appointed pursuant to Section 7.8 or 7.9. or appointed Past President pursuant to Section 7.? (a);
- (b) Directors are to be elected by the members of the Association in accordance with Section 6 who have not ceased to hold office;
- © Any additional directors appointed by the Board of Directors under Subsection 7.9
- (d) Each Director must be a registered member in good standing of a Member.

Discussion occurred with no opposition.

viii. In DIRECTORS Section; 7.5 Composition of the Board

Best Practices: Introduce a one (1) year non-voting Past President position on the Board

Proposal: 7.5 Composition of the Board

Directors are comprised of: i) President; ii) Vice-President; iii) Secretary; iv) Treasurer; v) three (3) Directors at Large; and Past President

- (a) Past President of the Board - The Past President will be an ex-officio member of the board who, for a period of one (1) year following their President's term, is entitled to participate in the Society in the same manner as other directors, including the right to be present at meetings and participate in discussion but without the right to move a motion or to vote.

Discussion occurred with no opposition.

ix. In DIRECTORS Section; 7.14 Voting

Best Practices: Permit Chair/president the right to vote at Director meetings.

For the most part, the President is the most engaged director on most topics/issues. This is supported by Roberts Rules and best practices.

Proposal: 7.14 Voting

Unless these bylaws otherwise provide, questions arising at a meeting of the Directors or a committee of Directors must be decided by a majority of votes.

Discussion occurred with no opposition.

Administrative Housekeeping Articles/Clauses

x. In GM Section; 3.4 Notice

Best Practices: Increase notice times to provide members more time to identify a member designate or assign a proxy.

Proposal: 3.4 Notice

A written notice stating the day, hour and place of every general meeting and the general nature of

any special business to be transacted must be given to each member entitled to receive notice of the meeting and to the auditor of the Association, if any, not less than 30 days (exclusive of the day of giving the notice and of the day for which notice is given) before the date of the meeting.

Discussion occurred with no opposition.

xi. In PROXIES Section: 4.1 Deposit of Proxies

Increase Proxy deposition time. The extended notice period (one month), will ensure that BC Sailing Members and BC Sailing staff have sufficient time to organize and facilitate voting the process.

Proposal: 4.1 Deposit of Proxies

A proxy either must be deposited at the registered office of the Association or at such other place as is specified for that purpose in the notice calling the meeting, not less than seven (7) days (excluding Saturdays, Sundays and statutory holidays) before the time for holding the meeting in respect of which the person named in the instrument is appointed, or must be deposited with the secretary of the Association or the presiding officer of the meeting at least 30 minutes prior to its commencement. In addition to any other method of depositing proxies provided for in these Bylaws, the Directors may from time to time by resolution fix a time, not seven (7) days (excluding Saturdays, Sundays and statutory holidays) preceding any meeting or adjourned meeting of members, before which time proxies to be used at the meeting must be delivered to the Association or its agent, and any period of time so fixed must be specified in the notice calling the meeting. Any such resolution of the Directors may provide that particulars of such proxies may be sent to the Association or any agent of the Association in writing by letter, fax, or transmitted electronically by email in a PDF format or any other method of transmitting legibly recorded messages so as to arrive at least 30 minutes before the commencement of the meeting or adjourned meeting at the office of the Association or of any agent of the Association appointed for the purpose of receiving such particulars and may also provide that proxies so deposited may be acted upon as though the proxies themselves were deposited as required by this Section. Votes given in accordance with any such resolution will be valid and will be counted

Discussion occurred with no opposition.

xii. In DIRECTORS (7) and OFFICERS (9) Sections: 7.16 Calling of Directors' Meeting; 8.1 Elected officers and 8.8 Duties of Secretary

Correct clause numbers in bylaws so that they commence with (a) versus (k); (m); and (q).

Proposal: 7.16 Calling of Directors' Meeting; 8.1 Elected officers and 8.8 Duties of Secretary

Correct clause numbers

Discussion occurred with no opposition.

xiii. In DIRECTORS Section: 7.17 Meetings by Telephone

Housekeeping: Update "telephone" language

Proposal: 7.17 Participation/Holding by Electronic Means

Directors may participate in the meeting by any telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. The Society shall use reasonable commercial efforts to make such means available. A Director so participating in a meeting is deemed to be present at the meeting. The Directors may determine that the meeting be

held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting

Discussion occurred with no opposition.

xiv. In DIRECTORS Section: 7.18 Presence and Quorum at Telephone Meetings

Housekeeping: Update “telephone” language. See clause 7.17 above

Proposal: 7.18 Presence and Quorum at Electronic Meetings

A director participating in a meeting in accordance with Subsection 7.17 will be deemed to be present at the meeting and will be counted in the quorum for that meeting and be entitled to speak and vote at that meeting.

Discussion occurred with no opposition.

xv. In DIRECTORS Section: 7.21 Maximum Terms of Directors

Housekeeping: To align the maximum term as a result of transitioning to two-year terms and introducing Past President position.

Amend maximum number of years. Assuming 2-year terms, this clause will be integrated with (new) 7.3(a)

Proposal: 7.21 Maximum Terms of Directors

Delete. To be replaced by 7.3(a) as presented in vi (above)

7.3 (a) Terms of Office

The Directors of the Society shall be elected for a two (2) year term to a maximum of four (4) consecutive terms. Elections will occur on a rotational basis, with the majority of the directors being elected on even years and the balance the directors on odd years.

If an individual holds office as a director for the Maximum Term, he or she may be considered as a nominee for a Directorship only after one year has passed since the expiry of the Maximum Term.

Motion: Moved by *Gerry Cullen*, seconded by *Christopher Maier* to **“approve the proposed bylaw changes and associated housekeeping changes as presented”**. *Carried*

8. Adjournment

Paul Mendham closed the meeting by announcing the newest sponsor and thanking the attendees and the BC sailing Sponsors.

Motion: Moved by *Christopher Maier*, seconded by *Steve Brunsdon* to **“adjourn the November 23, 2019 Extraordinary General Meeting”**. *Carried*

Meeting was adjourned at 10:55 a.m.



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Dorothy Cunningham, Challenge Sailing
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Lucie Sol, Sooke SA
Mark Isaak, Cultus Lake SC
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- i. **NEW:** In General Meetings (GM) Section; Article 3.2.(A) **New Business**

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Proposal: 3.2 (a) New Business

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Discussion occurred with no opposition.

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Proposal: (New) 3.5 Participation/Holding by Electronic Means

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Best Practices: Should the BC Sailing President (Presiding Officer) vote at AGM if they have not been designated a member delegate or proxy holder? We think not!

Proposal: 3.10 Voting by Presiding Officer

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Current language used is difficult to understand.

Proposal: 3.18 Quorum

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be a member entitled to vote thereat.

A proposed suggestion was “no one club can have 50% or more of the total votes”. Discussion occurred with no opposition.

v. In PROXIES Section: **4.1 Appointment of Proxy Holder**

Historically, there is a low “proxy” registration at General Meetings. This change will provide another (easy) option for Members to exercise their vote at general meetings. (It is a practice of Sail Canada as well).

Proposal: 4.1 Appointment of Proxy Holder

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No proxyholder (including any Member Delegate) shall hold or exercise the proxies or more than five ordinary members of the Association at any general meeting.

Discussion occurred with no opposition.

vi. In DIRECTORS Section; **7.3 Election of Directors**

Best Practices: Increase Board Terms of office to two (2) years. Often, it takes at least one year for an incoming Director to understand the governance and operations of an organization before a Director can effectively contribute to their potential. The current model could result in a full turnover of directors at one time and put the association in a state of leadership crisis.

Proposal: 7.3 Election of Directors

At the first annual general meeting of the Association and at every annual general meeting thereafter the members shall elect the number of directors determined pursuant to sections 6 and 7.4 and such directors shall hold office until the end of their respective term.

(NEW) 7.3 (a) Terms of Office

The Directors of the Society shall be elected for a two (2) year term to a maximum of four (4) consecutive terms. Elections will occur on a rotational basis, with the majority of the directors being elected on even years and the balance the directors on odd years.

If an individual holds office as a director for the Maximum Term, he or she may be considered as a nominee for a Directorship only after one year has passed since the expiry of the Maximum Term.

Discussion occurred with no opposition.

vii. In DIRECTORS Section; **7.4 and 7.5 Number of Directors**

Assumes the addition of a one (1) year non-voting Past President position on the Board.

- a) Merges some of the language of the two bylaws
- b) Removes the need for an odd number of directors

Proposal: 7.4 and 7.5 Number of Directors (Merge the two bylaws into 7.4)

7.4 Number of Directors

- (a) The Board shall consist of a minimum of five and a maximum of nine members who shall be nominated by the Members or are appointed pursuant to Section 7.8 or 7.9. or appointed Past President pursuant to Section 7.? (a);
- (b) Directors are to be elected by the members of the Association in accordance with Section 6 who have not ceased to hold office;
- © Any additional directors appointed by the Board of Directors under Subsection 7.9
- (d) Each Director must be a registered member in good standing of a Member.

Discussion occurred with no opposition.

viii. In DIRECTORS Section; 7.5 Composition of the Board

Best Practices: Introduce a one (1) year non-voting Past President position on the Board

Proposal: 7.5 Composition of the Board

Directors are comprised of: i) President; ii) Vice-President; iii) Secretary; iv) Treasurer; v) three (3) Directors at Large; and Past President

- (a) Past President of the Board - The Past President will be an ex-officio member of the board who, for a period of one (1) year following their President's term, is entitled to participate in the Society in the same manner as other directors, including the right to be present at meetings and participate in discussion but without the right to move a motion or to vote.

Discussion occurred with no opposition.

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Best Practices: Permit Chair/president the right to vote at Director meetings.

For the most part, the President is the most engaged director on most topics/issues. This is supported by Roberts Rules and best practices.

Proposal: 7.14 Voting

Unless these bylaws otherwise provide, questions arising at a meeting of the Directors or a committee of Directors must be decided by a majority of votes.

Discussion occurred with no opposition.

Administrative Housekeeping Articles/Clauses

x. In GM Section; 3.4 Notice

Best Practices: Increase notice times to provide members more time to identify a member designate or assign a proxy.

Proposal: 3.4 Notice

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any special business to be transacted must be given to each member entitled to receive notice of the meeting and to the auditor of the Association, if any, not less than 30 days (exclusive of the day of giving the notice and of the day for which notice is given) before the date of the meeting.

Discussion occurred with no opposition.

xi. In PROXIES Section: 4.1 Deposit of Proxies

Increase Proxy deposition time. The extended notice period (one month), will ensure that BC Sailing Members and BC Sailing staff have sufficient time to organize and facilitate voting the process.

Proposal: 4.1 Deposit of Proxies

A proxy either must be deposited at the registered office of the Association or at such other place as is specified for that purpose in the notice calling the meeting, not less than seven (7) days (excluding Saturdays, Sundays and statutory holidays) before the time for holding the meeting in respect of which the person named in the instrument is appointed, or must be deposited with the secretary of the Association or the presiding officer of the meeting at least 30 minutes prior to its commencement. In addition to any other method of depositing proxies provided for in these Bylaws, the Directors may from time to time by resolution fix a time, not seven (7) days (excluding Saturdays, Sundays and statutory holidays) preceding any meeting or adjourned meeting of members, before which time proxies to be used at the meeting must be delivered to the Association or its agent, and any period of time so fixed must be specified in the notice calling the meeting. Any such resolution of the Directors may provide that particulars of such proxies may be sent to the Association or any agent of the Association in writing by letter, fax, or transmitted electronically by email in a PDF format or any other method of transmitting legibly recorded messages so as to arrive at least 30 minutes before the commencement of the meeting or adjourned meeting at the office of the Association or of any agent of the Association appointed for the purpose of receiving such particulars and may also provide that proxies so deposited may be acted upon as though the proxies themselves were deposited as required by this Section. Votes given in accordance with any such resolution will be valid and will be counted

Discussion occurred with no opposition.

xii. In DIRECTORS (7) and OFFICERS (9) Sections: 7.16 Calling of Directors' Meeting; 8.1 Elected officers and 8.8 Duties of Secretary

Correct clause numbers in bylaws so that they commence with (a) versus (k); (m); and (q).

Proposal: 7.16 Calling of Directors' Meeting; 8.1 Elected officers and 8.8 Duties of Secretary

Correct clause numbers

Discussion occurred with no opposition.

xiii. In DIRECTORS Section: 7.17 Meetings by Telephone

Housekeeping: Update "telephone" language

Proposal: 7.17 Participation/Holding by Electronic Means

Directors may participate in the meeting by any telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. The Society shall use reasonable commercial efforts to make such means available. A Director so participating in a meeting is deemed to be present at the meeting. The Directors may determine that the meeting be

held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting

Discussion occurred with no opposition.

xiv. In DIRECTORS Section: **7.18 Presence and Quorum at Telephone Meetings**

Housekeeping: Update “telephone” language. See clause 7.17 above

Proposal: 7.18 Presence and Quorum at Electronic Meetings

A director participating in a meeting in accordance with Subsection 7.17 will be deemed to be present at the meeting and will be counted in the quorum for that meeting and be entitled to speak and vote at that meeting.

Discussion occurred with no opposition.

xv. In DIRECTORS Section: **7.21 Maximum Terms of Directors**

Housekeeping: To align the maximum term as a result of transitioning to two-year terms and introducing Past President position.

Amend maximum number of years. Assuming 2-year terms, this clause will be integrated with (new) 7.3(a)

Proposal: 7.21 Maximum Terms of Directors

Delete. To be replaced by 7.3(a) as presented in vi (above)

7.3 (a) Terms of Office

The Directors of the Society shall be elected for a two (2) year term to a maximum of four (4) consecutive terms. Elections will occur on a rotational basis, with the majority of the directors being elected on even years and the balance the directors on odd years.

If an individual holds office as a director for the Maximum Term, he or she may be considered as a nominee for a Directorship only after one year has passed since the expiry of the Maximum Term.

Motion: Moved by *Gerry Cullen*, seconded by *Christopher Maier* to **“approve the proposed bylaw changes and associated housekeeping changes as presented”**. *Carried*

8. Adjournment

Paul Mendham closed the meeting by announcing the newest sponsor and thanking the attendees and the BC sailing Sponsors.

Motion: Moved by *Christopher Maier*, seconded by *Steve Brunsdon* to **“adjourn the November 23, 2019 Extraordinary General Meeting”**. *Carried*

Meeting was adjourned at 10:55 a.m.