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Proposed Resolutions for the 2016 VEHS AGM

To VEHS members, there are three resolutions being put forward at the 2016 VEHS Annual General Meeting. The first is brought forward from the March 2015 AGM where it was tabled. The other two are minor changes to the constitution.

Please review these prior to the June 14 meeting, where we will vote on them.
Thanks

Hannah

Proposed Resolution #1. Brought forward from the 2015 AGM.

Special Resolution 3. To amend section 9 to Article II Meeting of Members to remove the last part of the sentence.

9. A VEHS member selected to serve on the GVHA Board must remain a member in good standing of VEHS throughout their term on the GVHA Board ~~and may not concurrently serve as director on the VEHS Board.~~

Explanation: Although our lawyer has advised VEHS that there is no legal reason why we can't have a member being a director on both the VEHS and GVHA Board, there was concern expressed that VEHS and GVHA are so closely linked that a director serving on both Boards would constantly be needing to step away from discussions due to conflict of interest. Also, there are many changes happening with GVHA right now with a new CEO and a strategic plan being developed that includes changes to the GVHA Constitution.

There is no urgency to decide on this motion as Pete Hartman's term with GVHA doesn't end until December 2016. The members voted to Table the motion and to monitor the situation both with GVHA and VEHS over the upcoming year, bringing it back to the 2016 - 2017 AGM.

GVHA reps are asked to please track their discussions and decisions with the GVHA Board in the upcoming year and note instances where they would need to recuse themselves if they were on the VEHS Board as well. The VEHS Board will do the same from their end so that we have good information to resolve this issue at the next AGM.

Proposed Resolution #2. We now have a membership category of Non-voting Individual and this affects our by-laws. At the Jan 26 Board meeting we identified the need to amend our by-laws so it is clear that only Voting members can vote and serve on the Board.

ARTICLE I

MEMBERSHIP

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1. ACTIVE MEMBERSHIP: Any person or incorporated organization of any kind shall be eligible for membership and shall become a member upon the acceptance of the application therefore and upon payment of such fee as shall be prescribed by the Board from time to time. Such members shall continue to be members to the end of the fiscal year for which membership is paid. All applications for membership, or for renewal of membership, shall be subject to the approval of the Board of Directors. Active membership in a voting membership category (Individual Voting or Corporate) shall , only after 90 days of continuous membership and subject to these By-laws, include the privilege of voting at any meeting or upon any issue, as well as eligibility for election to the Board of Directors or selection as a candidate for the GVHA Board. The membership of each active voting member shall be in one of the following categories (as determined by the Society):

Proposed Resolution #3: During our discussion of D and O insurance at the last Board meeting we discussed the need to have a by-law that allowed the Board to reject an application for membership. Right now the Constitution only says "All applications for membership, or renewal of membership, shall be subject to the approval of the Board of Directors."

Propose an addition to Article I Membership, section 4:

The Board may, at any time and in its absolute discretion

- (a) approve or reject any application for membership or renewal or membership; or
- (b) revoke any membership, for cause.