

Proposed resolutions for consideration at the Victoria Esquimalt Harbour Society Annual General Meeting April 11 2017

To VEHS members, there are five sets of resolutions being put forward at the 2017 VEHS Annual General Meeting to amend the VEHS Constitution and Bylaws. We have provided a rationale for each proposed change below. Please review these prior to the April 11 meeting, where we will vote on them.

Thanks
Hannah

1. Change all references of *Society Act* to *Societies Act*

Rationale: to update the Constitution and Bylaws to be consistent with the *Societies Act*, which came into effect November 28 2016.

2. Move the introductory Section 3 in the Constitution to become Bylaw Article XIII General—Section 4

Rationale: to update the Constitution and Bylaws to be consistent with requirements for transition to the new *Societies Act*. The new Act defines what should be in the Constitution versus in the Bylaws.

3. Amend Section 7, Article II Meeting of Members as follows:

Rationale: To make the process of assigning proxy easier for the members, by enabling them to bring the signed proxy form to an AGM or other General Meeting.

Original text:

Voting by proxy is permitted provided the proxy is received at the business address of the Society not less than two (2) business days prior to the annual general meeting for which notice is given. The form of proxy must be substantially in the following form:

Amended text:

Voting by proxy is permitted provided the proxy assignment is received by the Secretary or his or her designated alternate in person, by post or by email containing a scanned proxy assignment prior to the onset of the annual or other General Meeting for which notice was given. The proxy assignment must be an original, certified-true, or traceable electronic copy substantially in the following form:

4. Amend section 1 (a) and (b) of Article V Elected Officers to reintroduce the officer position of Vice President

Rationale: In 2014, the VEHS bylaws were amended to remove the position of Vice President but the Board feels a Vice President is needed to act as President in his or her absence.

1. a. The whole Board of Directors shall at the first meeting of the Board following the Annual General Meeting, elect from amongst their elected members the following officers, namely:

A President, a Vice President, a Secretary, and a Treasurer.

b. The ~~Secretary~~Vice President shall exercise the powers of the President in his or her absence.

5. Amend sections 1 to 5 Article VI Nominations and Elections as follows

Section 1. Change the date of call for nominations. *Rationale:* To better align the timing of the nominations process with the AGM notification and distribution of documents

1. No less than ~~fourteen~~twenty-eight (28) days prior to the Annual General Meeting, the Board shall cause the following to be emailed to the most current email address or mailed to the last address of records of each member in good standing.

a. Such excerpts from these by-laws as may be calculated by the board to acquaint the member, with the nominating procedure herein set out.

b. A list of Officers and Directors for the current year whose term of office is expiring that year.

c. The date time and place of the Annual General Meeting. The date of the Annual General Meeting shall be set for a day within 15 months of the previous AGM at a date optimally suited to member attendance.

Section 2. *Rationale:* To update the Nominations process to enable the VEHS Board to appoint a Nominations Committee Chair and enable the nominated Chair to form a Nominations Committee from the members of the Society (not just from the Board).

The amendment also clarifies the process for the Nominating Committee to submit its nominations to the Board and the process for accepting nominations from the floor at the AGM.

Original text:

2. At such time at least eight weeks prior to the Annual General Meeting, the Board shall appoint a Nominating Committee of not less than three and not more than five

members of the Board, including a Past-President (when this is possible) who shall be the chair of the Nominating Committee and who shall receive and make nominations and conduct the balloting procedure.

The Nominating Committee may make such nominations as it may deem fit, which nominations shall be in writing together with the written consent of the person so nominated and shall be placed in the hands of the Secretary or any Officer to be prescribed by the Board at least 20 clear days prior to the Annual General Meeting, or nominations may be made from the floor at the Annual General Meeting.

Amended text:

2. At such time at least eight weeks prior to the Annual General Meeting, the Board shall appoint a Nominating Committee Chair from the members in good standing. The Nominating Committee Chair will form a Committee of not less than three and not more than five members of the Society who agree to not accept nominations for positions on the Board while a member of the Nominating Committee. The membership of the Nominating Committee is subject to review and change by the Board at its discretion. The Nominating Committee shall receive and make nominations and conduct the balloting procedure.

The Nominating Committee may make such nominations as it may deem fit, which nominations shall be in writing together with the written consent of the person so nominated (by letter or email) and shall be placed in the hands of the Secretary or any Officer to be prescribed by the Board at least 20 clear days prior to the Annual General Meeting.

Nominations may also be made from the floor at the Annual General Meeting. In the case of a nomination from the floor, the nominee must be present in person at the meeting and accept the nomination made by a member in good standing who is not the nominee.

Section 3. *Rationale:* To simplify the process of having nominations submitted by members from one of the VEHS membership categories, by removing the requirement to have two or more members put forward a nomination that is moved and seconded by the members of that category.

Original text:

3. In addition to the nominations made as herein provided for, nominations may be made by any two or more members of a membership category who are in good standing of the Society, for any of the directorships to be filled by election for that category, PROVIDED, however, that the written consent of the person so nominated and the notice of such nominations containing the name of the mover and seconder shall be filed with the Officer prescribed at least 20 clear days prior to the Annual General Meeting. In the event that there is only one member in a particular category, then such nomination may be made by that one member.

Amended text:

3. In addition to the nominations made as herein provided for, nominations may be made by any member of a membership category who is in good standing of the Society, for any of the directorships to be filled by election for that category, PROVIDED, however, that the written consent of the person so nominated shall be filed with the Officer prescribed at least 20 clear days prior to the Annual General Meeting.

Section 4. To delete the second paragraph. *Rationale:* To simplify the voting process for the election of Directors by removing reference to, and directions for, a mail ballot.

Text to be deleted:

Unless the election of Directors is by acclamation, or by a secret ballot at the Annual General Meeting, a mail ballot shall be conducted. One ballot shall be supplied or mailed for completion by each member in good standing and qualified to vote and shall list each and every nominee's name, job title, employer or member-representation category and membership category (as defined in Section 1 of Article IV) as determined by the Nominating Committee pursuant to Sections 2 and 3 of Article VI.

Section 5. *Rationale:* To clarify the process of voting by secret ballot at the AGM and remove reference to the mail ballot. We propose that some of the deleted paragraph from Section 4 (above) be brought into the amended text.

Original text:

5. Each completed ballot shall be returned to the Chair of the Nominating Committee at the Annual General Meeting or, in the event of a mail ballot, at least seven clear days prior to the Annual General Meeting.

Amended text:

5. Unless the election of Directors is by acclamation, voting will occur by secret ballot at the Annual General Meeting on such ballots as prescribed by the Chair of the Nominating Committee. Completed ballots shall be collected and counted under the supervision of the Chair of the Nominating Committee.