

MEMORANDUM

To: PSO Senior Volunteers and Staff
From: Rob Newman - President and CEO, Sport BC
Date: Tuesday, May 22, 2018
Subject: 2018 Sport BC Annual General Meeting (7-day package)

Dear Sport BC Members,

Sport BC is pleased to announce the 2018 Sport BC Annual General Meeting.

Date: Tuesday, May 29, 2018

**Time: 5:00 pm - 6:15 pm Registration and social event
6:15 pm – 9:00 pm Annual General Meeting**

**Location: Richmond Olympic Oval
6111 River Road Richmond, BC V7C 0A2**

In preparation for the 2018 Sport BC Annual General Meeting, the following documents are included in this package:

1. Draft Agenda
2. Registration Form
3. Summary of bylaw amendments

The Sport BC Constitution and By-laws are available on our website at www.sportbc.com under “Membership - Annual General Meeting”. If you require a hard copy please contact Christine Wong, Executive Assistant, at 604-333-3421.

Please note:

- The draft 2017 Annual General Meeting minutes are available on the Sport BC website at www.sportbc.com under “Membership – Annual General Meeting”.

Enclosures

**2018 Sport BC Annual General Meeting
Richmond Olympic Oval
Tuesday, May 29, 2018**

AGENDA

1. Call to Order
2. Confirmation of quorum and voting rules
3. Adoption of Agenda
4. Business arising from 2017 AGM
5. Approval of Minutes of 2017 AGM
6. Chair's Remarks
7. CEO Remarks
8. Committee Reports
 - a. Finance & Audit Committee
 - i. Audited Financial Statements for the year ending March 31, 2018
 - ii. Presentation of approved budget – year ending March 31, 2019
 - b. Governance Committee
 - i. Governance committee update
 - ii. **Motion:** To amend the Bylaws of Sport BC as proposed in the notice of Meeting or as otherwise agreed at the Meeting.
 - c. Investment Committee
 - i. Investment committee update
 - ii. Mawer Investment Management Ltd. presentation
9. National Sport Trust Fund website re-design presentation
10. Election of Directors
 - a. Nominations Committee Report
 - b. Overview of Election process
 - c. Election
 - d. Announcement of Directors for 2018 – 2019
11. 2019 AGM Date - Wednesday, May 29, 2019
12. Motion to Adjourn

ANNUAL GENERAL MEETING REGISTRATION FORM

Voting (Full) Members

Member Organization: _____

Name of President / Chair* or Designate** : _____

Signature: _____

Associate or Affiliate Members

Member Organization: _____

Title: _____

Delegate Name: _____

Additional Non-Voting Delegates

Name, Title: _____

Name, Title: _____

Name, Title: _____

* Official voting delegate

** If the President / Chair is not attending the Annual General Meeting, he/she must affix his/her signature thereby authorizing the above-noted Designate voter.

Please complete and return to Sport BC no later than Thursday, May 24, 2018 to:

Christine Wong, Executive Assistant: christine@sportbc.com

SUMMARY OF PROPOSED BYLAW AMENDMENTS
(copies of the current Bylaws available upon request)

1. Delete section 2.2.1 in its entirety and replace with the following:

“A Provincial Sport Organization in British Columbia recognized as such under the authority of the Canadian National Sport Organization or British Columbia Provincial Government for that sport is eligible to be a voting member, if approved by the Directors.”

Explanation: This amendment changes the first word from “The” to “A”.

2. Delete section 4.1 in its entirety and replace with the following:

“4.1 Composition of Board of Directors

Each year and as required from time to time, the Board of Directors shall appoint from within their ranks each of the following positions:

- a) Chair;
- b) Vice-Chair;
- c) Director, Finance and Audit (or Treasurer); and
- d) Three (3) Directors-at-Large.

Explanation: This amendment will allow greater flexibility in the way that directors are elected, and will align Sport BC with the vast majority of BC societies. As the Bylaws are presently drafted, directors are elected to specific positions (i.e. Chair, Vice-Chair, etc.). If the Chair retires, a meeting of members must be held to replace the Chair. Further, if the Vice-Chair is seeking the Chair position, the Vice-Chair must resign from that position then seek election to the Chair position. The proposed amendment will simplify this process by allowing the directors to elect a new Chair from within their ranks, without the need to: (a) have the Vice-Chair resign as a director; or (b) call a general or extraordinary meeting of members to elect the Chair (and Vice-Chair, in the scenario described above). Allowing the directors to appoint these positions will also facilitate better succession planning and transfer of knowledge at the board level.

3. Delete section 4.2(i) in its entirety and replace with the following:

“Tenure

- a) Each Director shall hold office for a term of two (2) consecutive years.
- b) No Director shall hold office for more than four (4) consecutive terms or eight (8) consecutive years.
- c) Any director who misses three consecutive Board of Director meetings may be asked by a majority of the other Directors to resign.”

Explanation: This amendment proposes to make all director positions a two-year term, as opposed to having different terms for each position. As presently drafted, the Chair and Vice-Chair are three-year positions, certain directors-at-large are two-year positions and one director-at-large is a one-year position. Also, this amendment proposes a maximum tenure of eight consecutive years (as opposed to six consecutive years).

4. If amendment #2 above is approved, delete section 4.2(iv) in its entirety and replace with the following:

“Elections

- a) The election of Directors shall be conducted by secret ballot, unless the position is filled by acclamation.
- b) *[NTD: Insert transition provisions. For example, these Bylaws come into effect upon the expiration of the term of each incumbent director].*”

Explanation: This amendment simply removes sections that are inconsistent with the amendments proposed above. For example, there would no longer be a requirement for members to elect the Chair and Vice-Chair as set out at section 4.2(iv)(a).

5. If amendment #2 above is approved, delete section 4.2(v)(b) in its entirety and replace with the following:

“A Director appointed to fill a vacancy on the Board of Directors shall hold such office until the next Annual General Meeting of members.”

Explanation: This amendment simply removes a cross-reference that is inconsistent with the amendments proposed above.

6. If amendment #2 above is approved, delete section 4.2(v)(c) in its entirety.

Explanation: This amendment simply removes a section that is inconsistent with the amendments proposed above. For example, directors will no longer be required to resign prior to standing for election to a new position.

7. Add the following section:

“4.2(vii) Additional Directors

Notwithstanding any other section of these Articles, between annual general meetings, the directors may appoint up to two additional directors, but the number of additional directors appointed must not at any time exceed two. Any director so appointed ceases to hold office immediately before the next election or appointment of directors, but is eligible for re-election or re-appointment.

Explanation: This amendment will allow the directors to appoint an additional director until the next AGM. This flexibility may be useful in the event that a certain skill-set is found to be missing from the board or where a new opportunity requires additional expertise/assistance.

8. Delete section 4.4.3 in its entirety and replace with the following:

“A quorum for the transaction of business at meetings of the Board of Directors shall be a majority of the Directors then in office.”

Explanation: As presently drafted, the number of directors required for quorum is four. In anticipation that either the members or directors may increase the size of the board in the future, this amendment ensures that quorum cannot be less than a majority of directors.

9. Delete section 4.4.7 in its entirety.

Explanation: As presently drafted, the Chair is only permitted to vote at a meeting of directors if there is a deadlock. The proposed amendment will allow the Chair to vote on all matters.