

## MEMORANDUM

**To:** PSO Senior Volunteers and Staff  
**From:** Kimberly Gilhooly, Operations Director, Sport BC  
**Date:** Thursday, March 29, 2012  
**Subject:** 2012 Sport BC Annual General Meeting

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Dear Members,

Sport BC is pleased to announce the 2012 Sport BC Annual General Meeting.

**Date:** Saturday, June 2, 2012  
**Time:** 8:15 am – 9:00 am – Registration and Continental Breakfast  
9:00 am – 12:00 Noon – Annual General Meeting  
**Location:** Holiday Inn Hotel & Suites Vancouver Downtown  
1110 Howe Street  
Vancouver, BC V6Z 1R2  
Phone: 604.684.2151 / Toll Free: 800.663.9151  
Reservations: [reservations@hivancouverdowntown.com](mailto:reservations@hivancouverdowntown.com)

In preparation for the 2012 Sport BC Annual General Meeting, the following documents are included in this package:

1. Board of Directors Nomination Process
2. Board of Directors Nomination Form
3. Special and Board Resolution Procedures Information
4. Special and Board Resolution Form
5. 2012 Annual General Meeting Registration Form

Please note:

- The deadline for submitting Special Resolutions is Monday, April 9, 2012
- The deadline for submitting Board of Directors Nominations is Thursday, May 3, 2012
- The deadline for submitting Registrations for the Annual General Meeting is Friday, May 25, 2012
- Please contact Sharon Roode, Executive Secretary at [Sharon.Roode@sportbc.com](mailto:Sharon.Roode@sportbc.com) if you wish to receive a copy of the draft 2011 Annual General Meeting minutes or Sport BC Constitution and By-Laws.

KG:sr

Enclosures

## **Sport BC Nomination Process and Application**

The Sport BC bylaws state that:

Article 4-2ii: Only individuals nominated and seconded by a Full member, or by a Director, shall be eligible to hold office. Nominations must be received by the Society, with an indication of acceptance by the Nominee, no later than 30 days before the date of the Annual General Meeting.

*and*

Article 4-2i

- a) Each Director shall hold office for a term of two (2) years.
- b) No Director shall serve as a Director for more than eight (8) consecutive years, except the immediate Past Chair.

The Sport BC Governance Committee and Board have considered the strategic plan and the future direction of the, the current board composition, the imminent changes in the sport sector and what is needed for Sport BC to move forward. The following positions will be up for re-election at the 2012 AGM on June 2, 2012:

- Vice-Chair Finance and Audit
- Five (5) Director-at-Large positions

Sport BC Board members are:

- Individuals who believe in the value of sport
- Supportive of the purpose, vision, and strategic plan of the Society (for copies of these please contact the Executive Secretary (Sharon Roode) at [Sharon.Roode@sportbc.com](mailto:Sharon.Roode@sportbc.com))
- Able and willing to make the time commitment to the Society (see below for general information)
- And in accordance with the bylaws, article 4, section 2 iii meeting the following eligibility criteria:
  - No person is qualified to become or to act as a Director who:
    - a) is under the age of 19 years;
    - b) is found to be incapable of managing such person's own affairs by reason of mental infirmity;
    - c) is an undischarged bankrupt; or
    - d) unless the court orders otherwise, has been convicted in or out of British Columbia of an offence:
      - (a) in connection with the promotion, formation or management of a corporation or a society;
      - (b) involving fraud; or
      - (c) which is an indictable offence in Canada or, if the offence occurred outside of Canada, which would be considered an indictable offence under the laws of Canada had the offence occurred in Canada.

### Nominations Timeline

Note that all duly nominated individuals will be put forth for consideration for election to the Board by the membership. As outlined in the bylaws, candidates must be nominated and seconded by full members of Sport BC or a Director and nominations must be received 30 days prior to the AGM. Interested parties should submit nominations **by Thursday, May 3, 2012**. Note that the change in bylaws at the 2011 AGM means that nominations are not accepted from the floor.

Date	What
Thursday, March 29, 2012	Nomination Information Released
Thursday, May 3, 2012	Deadline for Nominations to the Board
Friday, May 18, 2012	AGM package with nominees forwarded to all members and nominees
Saturday, June 2, 2012	Annual General Meeting

### Current Board Members

Board Member	Last Elected	Term	2012 AGM
Larry Harper (Chair)	2011	2013	n/a
Twyla Ryan (Vice Chair)	2011	2013	n/a
L. John Alexander (Past Chair)	2011	2013	n/a
Stu Ballantyne	2011	2013	n/a
Jack Miller	2011	2013	n/a
Bjorn Osieck	2011	2013	n/a
Brock Turner	2011	2013	n/a
Bernie Asbell	appointed	2012	Standing for re-election
Carey Dillen (Vice Chair, Finance & Audit)	2010	2012	Standing for re-election
Kimberly Gilhooly	2010	2012	Standing for re-election
Irene Schell	2011	2012	Standing for re-election
Heather Turner	2010	2012	Standing for re-election
Vacant *	2010	2012	Position up for election

\* Note that the vacant position is a result of a resignation from a board member which was received in early 2012.

## **Nomination Process**

- Candidates for the Sport BC Board must be nominated and seconded by full members of Sport BC.
- Nominated individuals must meet the criteria outlined on page 2 of this package and in article 4, section 2 iii of the bylaws (as noted on page 2 of this package).
- Once a nomination is received, a member of the Sport BC Governance Committee will contact the individual to provide an overview of the Board operations and commitment (see below for general overview) and discuss the individual's potential role on the Board.
  - The nomination and election process will also be reviewed with every candidate.
  - Individuals can then determine if they want to stand for election.
- Note that all duly nominated individuals will be put forth for consideration for election to the Board by the membership.

## **Submitting a Nomination**

Nominations to the 13-member Sport BC Board of Directors are accepted from both the membership and the Board itself. There is a historical effort to seek balance on the Board with regard to background and profession to maintain a business – sport blend.

As outlined in the bylaws, nominations for candidates nominated and seconded by full members of Sport BC must be received 30 days prior to the AGM. Note that the change in bylaws at the 2011 AGM means that nominations are not accepted from the floor.

Please submit the following **no later than May 3, 2012** to Sharon Roode at [Sharon.Roode@sportbc.com](mailto:Sharon.Roode@sportbc.com):

- Completed Nomination Form (see attached)
- A current résumé and 250-word biography which highlight the nominee's career, education, sport management and volunteer experience / achievements and other relevant achievements or experience.
  - Note that the 250-word biography will be used in the AGM package to announce nominees to the Board; if it is longer than 250 words, it will be edited.

## **Commitment of Board Members**

Each Board member is viewed as an advisor and connector for the organization. Board members are expected to:

- Review required materials in advance of all meetings
- Participate in Board Meetings (3-6 per year – 3 in person, including one in conjunction with the AGM, the remained by conference call)
- Participate on a Committee (Standing or Ad hoc), as deemed necessary, including attendance at committee meetings (approx. 4 per year). The Standing Committees of the Society are:
  - Finance and Audit
  - Governance
  - Human Resources
- Attend other Society functions as required (2-3 per year)
- Promote and support the work of Sport BC
- Make themselves available to the membership and the society, as necessary
- Represent Sport BC on other affiliate organizations board or directors, as deemed necessary. These include SBC Insurance, All Sport Insurance, and KidSport Canada.
- Please note, for an outline of the specific duties and responsibilities of the Vice-Chair Finance and Audit, please refer to the Constitution and Bylaws (section 5.2 to 5.2.2) which are available on the Sport BC website.

## **Operations of the Board**

The Sport BC Board is a policy board. Day-to-day operations are the responsibility of the staff of Sport BC. The Board's responsibilities include:

- Appointment, assessment and evaluation of the President & CEO or senior staff
- Approval of the Society's Strategic Plan and monitoring of its implementation
- Policy development and compliance
- Overseeing financial and risk management
- Establishing key connections in relation to partnership development and high level strategic advancement of Sport BC's key mandate
- Responding to issues that impact the members and/or on behalf of the members
- Public relations activities
- Representing the Society on related boards and committees (SBC Insurance, All Sport Insurance and KidSport Canada)

**Nominations to the Sport BC Board MUST BE submitted no later than 4:00 pm on Thursday, May 3, 2012 to [Sharon.Roode@sportbc.com](mailto:Sharon.Roode@sportbc.com).** For further information, contact the Sport BC office at 604.333.3400 or Sharon Roode at [Sharon.Roode@sportbc.com](mailto:Sharon.Roode@sportbc.com).

For information about current Board members and for more information about Sport BC, visit our website: [www.sportbc.com](http://www.sportbc.com).

For a copy of the *Constitution and By-laws*, please contact our office.

**Annual General Meeting Date Sequence (as per bylaws):**

Days Notice	Notice	Type	Reference	Applies to
60 days	Amendments to the constitution and bylaws	Special Resolution	Bylaw 8.2.2	<b>Members</b> must provide any resolutions dealing with a bylaw change to Sport BC at least 60 days prior to the AGM. Such changes would be Special Resolutions
60 days	First Notice - AGM Package to be distributed to include: <ul style="list-style-type: none"> <li>• Registration Form</li> <li>• Board of Directors Nomination and Election information</li> <li>• Special and Board Resolution Form and procedures</li> <li>• Method of Distribution: via Emailed Pkg to Members and Members' Update</li> </ul>			
45 days	Amendments to the constitution and bylaws	Special Resolution	Bylaw 8.2.3	<b>Sport BC</b> must provide Notice to the members of any Special Resolutions proposed by a member or by the Board of Directors at least 45 days prior to the AGM.

Annual General Meeting Date Sequence (as per bylaws)...cont'd.:

45 days	Second Notice <ul style="list-style-type: none"> <li>• Deadline to distribute Special Resolutions to members</li> <li>• Method of Distribution: via Emailed Pkg to Members and Members' Update</li> </ul>			
30 days	General Meeting Notice	Any usual business	Bylaw 3.5.1	Particulars of the meeting as outlined in the referenced section as well as a general description of any unusual business which would normally include a general description of any Special Resolutions, except for Special Resolutions dealing with constitution or bylaw changes. The actual special resolution is not required to be circulated at this date, but can be if available
30 days	Third Notice <ul style="list-style-type: none"> <li>• AGM Draft Agenda</li> <li>• Letter from Chair, AGM Registration Form</li> </ul>			
30 days	Nominations to the Board due on Thursday, May 3			
14 days	Notice of Special Resolutions to the members	Special resolution	Societies Act	All special resolutions must be sent to the members no later than 14 days prior to the AGM unless another provision of the bylaws requires Notice at an earlier date.
14 days	Fourth Notice <ul style="list-style-type: none"> <li>• AGM Final Agenda</li> <li>• Message from Operations Director</li> <li>• Governance &amp; Nominating Committee Report, including 2012 – 2013 Board Nominations</li> </ul>			

	<ul style="list-style-type: none"><li>• Finance &amp; Audit Committee Report</li><li>• Proposed Special Resolutions of the Members</li><li>• 2011 Draft AGM Minutes</li><li>• Strategic Plan Review and Status Report</li><li>• AGM Registration Form</li></ul>
7 days	<ul style="list-style-type: none"><li>• Financial Package distributed to members to include:<ul style="list-style-type: none"><li>○ Audited Financial Statements</li><li>○ Budget Summary</li></ul></li></ul>
Saturday, June 2, 2012	<ul style="list-style-type: none"><li>• Annual General Meeting takes place</li></ul>



**BOARD OF DIRECTORS NOMINATION FORM****Position(s) Available:**

**Vice Chair Finance and Audit (2-year term)**     **Director-At-Large (2-year term, 5 positions)**

As per Section 4.2.2 of Sport BC's By-Laws, only individuals nominated and seconded by Voting (Full) Members, or a Director, shall be eligible to hold office. Nominations must be received no later than 30 days prior to the AGM.

**Nominee** \_\_\_\_\_

Sport BC Member Association (if any) \_\_\_\_\_

Address \_\_\_\_\_

City \_\_\_\_\_ Postal Code \_\_\_\_\_

Phone (Work) \_\_\_\_\_ Phone (Home) \_\_\_\_\_

Cell \_\_\_\_\_ Email \_\_\_\_\_

I accept this nomination for a position of the Sport BC Board of Directors, as specified above.

Nominee Signature \_\_\_\_\_

Please include a current résumé and 250-word biography which highlight the nominee's career, education, sport management and volunteer experience / achievements and other relevant achievements or experience. Note that the 250-word biography will be used in the AGM package to announce nominees to the Board; if it is longer than 250 words, it will be edited.

**Nominator** \_\_\_\_\_

Nominator's Association \_\_\_\_\_

Phone \_\_\_\_\_ Email \_\_\_\_\_

**Name of Secunder** \_\_\_\_\_

Secunder's Association \_\_\_\_\_

Phone \_\_\_\_\_ Email \_\_\_\_\_

Please complete and return to Sport BC no later than 4:00 pm on **Thursday, May 3, 2012** by Fax (604.333.3401) or Email ([Sharon.Roode@sportbc.com](mailto:Sharon.Roode@sportbc.com)) or by mail to:

Sport BC  
Attention: Sharon Roode, Executive Secretary  
295 – 3820 Cessna Drive, Richmond, BC V7B 0A2

**SPECIAL / BOARD RESOLUTION PROCEDURES  
SPORT BC 2012 ANNUAL GENERAL MEETING**



**Special Resolutions:**

Special Resolutions are those which propose changes to the Constitution and By-Laws. Please note the following paragraphs from the Sport BC Constitution.

- 8.2.1 The Constitution and By-Laws of the Society shall not be altered or added to, except by special resolution as defined in the Society Act.
- 8.2.2 Notice of special resolutions to amend the constitution and/or By-Laws must be sent to the registered address of the Society at least sixty (60) days prior to the date of the general meeting.
- 8.2.3 Notice of special resolution to amend the constitution and By-Laws must be provided to the members forty-five (45) days prior to the date of the general meeting.
- 8.2.4 Approved amendments shall be effective on the date of acceptance by the Registrar of Companies for British Columbia, or at a later date specified in the special resolution.

**Deadlines for Special Resolutions:**

Monday, April 9, 2012:	Members submit Special Resolutions to Sport BC, the Society
Tuesday, April 17, 2012:	Sport BC circulates proposed amendments to Members

**Resolutions to the Board of Directors:**

- These resolutions provide direction and support for the Board.
- Resolutions will be considered at the 2012 Annual General Meeting under the following conditions:
  - a) Resolutions have to be submitted with sufficient information, statistics, data, etc. to enable a Committee of the Board to process the Resolution.
  - b) Resolution submission form must be completed in its entirety.
  - c) At the Annual General Meeting resolutions that have been distributed to the membership will be brought to the floor first.
  - d) Resolutions arising from business at the Annual General Meeting will be considered at the meeting with the consent of members present.

**Deadline for Directors Resolutions:**

Resolutions and recommendations may be submitted up to the meeting date.

SPORT BC 2012 ANNUAL GENERAL MEETING  
RESOLUTION FORM



Special Resolution                       Resolution to the Board of Directors

*(Please type or print clearly)*

MEMBER ORGANIZATION:

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MOVED BY:

\_\_\_\_\_  
(Name and Title)

SECONDED BY:

\_\_\_\_\_  
(Name and Title)

WHEREAS \_\_\_\_\_

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AND WHEREAS \_\_\_\_\_

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BE IT RESOLVED THAT \_\_\_\_\_

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Special Resolutions should reference the paragraphs in the Constitution and By-Laws which are to be changed and should include the proposed new wording.

<b>IMPORTANT DEADLINES:</b> <b>Monday, April 9, 2012</b> <b>for members to submit Special Resolutions to Society</b> <b>Tuesday, April 17, 2012</b> <b>for Special Resolutions to be circulated to members</b>
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**Please return any Resolutions before deadline to:**  
Attn: Governance/Sharon Roode, Sport BC  
Suite 295, 3820 Cessna Drive, Richmond, BC, V7B 0A2  
Ph. 604.333.3403 / Fax 604.333.3401  
Email: [Sharon.Roode@sportbc.com](mailto:Sharon.Roode@sportbc.com)

FIRSTAR Sport Centre, 295 – 3820 Cessna Drive, Richmond, BC V7B 0A2  
T 604 333 3400 / F 604 333 3401  
[sportbc.com](http://sportbc.com)

**2012 ANNUAL GENERAL MEETING REGISTRATION**

**Voting (Full) Members**

Member Organization \_\_\_\_\_

Name of President / Chair\* or Designate\*\* \_\_\_\_\_

Position Title \_\_\_\_\_

Signature \_\_\_\_\_

**Associate or Affiliate Members**

Member Organization \_\_\_\_\_

Delegate Name \_\_\_\_\_

Position Title \_\_\_\_\_

**Additional Non Voting Delegates**

Name \_\_\_\_\_ /Title \_\_\_\_\_

Name \_\_\_\_\_ /Title \_\_\_\_\_

Name \_\_\_\_\_ /Title \_\_\_\_\_

Please complete and return to Sport BC no later than **Friday, May 25, 2012** to:

Sport BC  
Attention: Sharon Roode  
295 – 3820 Cessna Drive  
Richmond, BC V7B 0A2  
Fax: 604.333.3401  
Email: [Sharon.Roode@sportbc.com](mailto:Sharon.Roode@sportbc.com)

\*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.