

BCASA Annual General Meeting Attendance 2020 (Virtual)

Board of Directors

President	Jake DeWitt
1 st Vice-President	Vacant
VP, Finance	Rachel Charles
Director of Coaching	Mike Renney
Minor Director	Merv Sandrel
Senior Director	Terri Boizard
Provincial Umpire-in-Chief	David Brewer
Member-at-Large	Ian Kellow

Softball BC Staff

Executive Director	Rick Benson
Member Benefits Coordinator	Lesley Rowe

Voting Delegates

Al Charlesworth	Lisa Hayton
Al Groff	Lisa Parkes
Amanda Kennedy	Margaret MacDonald
Andy Ferguson	Marty Tilt
Annie Perez-Leon	Melissa Caton
Ashley Vukovic	Mike Samuel
Barry Riva	Nelson Hughes
Baukje Edamura	Ren Manlolo
Bill Kazulin	Ron Loch
Brad Snyder	Scott Wheatley
Bre Hokanson	Shaun Myall
Chris Young	Shalyn Linklater
Craig Holyhead	Sheldon Bank
Dave Clayton	Stan Zelmer
Deb Tidy	Stefanie Caplette
Deb Vinters	Stew Spencer
Derek Hipwell	Suzy Parker
Diane MacPherson	Susan Strafford
Elizabeth Lee	Tammy Klym-Wolfe
Eric Kurpiela	Teresa Allen
Geoff Watt	Tracy Sherlock
Greg Timm	Phil Ransome
Harv Wiens	Doug Allin
Jacque Gendron	
Jacque Huser	Observers
Jason Ranchoux	
Jeff Clegg	Dave Maandag
Jeff Harper	Laurier Norbert
Jennifer Goepel	Laura MacMillan
Karl Kurpiela	Nicholas Allen
Ken Edwards	Derek Thompson
Keresna Bradley	Graeme Duncan
Kiera Hamm	Kevin Langley
Kris Walushka	Joni Frei
Kyle Dennedy	Kim Proctor
Lavaughn Larson	Jennifer He
Lisa Brown	Jackie Desilets

2020 SOFTBALL BC ANNUAL GENERAL MEETING

Virtual Conference via Zoom

October 24, 2020

2:00 PM

AGENDA

1. Roll Call & Quorum = 67 Voting Delegates
2. Meeting Procedure: Chair Jake Dewitt
3. Agenda Reviewed
4. Approval of the 2019 Annual General Meeting minutes
5. Business arising from the 2019 Minutes – none heard.
6. Directors Reports Presented

RESOLUTIONS TO THE FLOOR

7. Notices of Motion ‘to amend the By-Laws.’
8. Notices of Motion ‘New Business’
9. Notices of Motion to ‘Softball Canada & Western Canadian Softball Association’
10. Notice of Motion: Special Resolution for Borrowing
11. Awards and Recognition of Members

ELECTIONS

12. Adjournment

End 2020 Annual General Meeting

Softball BC
2020 Annual General Meeting

Note: Any proceedings at this Annual General Meeting do not take effect until this meeting is officially concluded.

NOTICE OF MOTIONS
'To Amend the By-Laws of British Columbia Amateur Softball Association;
BY-LAWS: (Requires at least 2/3 majority of votes cast.
Abstentions not given a negative vote)'

NOTICE OF MOTION NO. 1 BY-LAW

SUBMITTED BY: Board of Directors

MOVED BY: Mike Renney

Seconded by: Susan Strafford

REFERENCE: NEW

WHEREAS:

BE IT RESOLVED THAT:
ADDITION

ARTICLE XIII - INDEMNIFICATION

13.1 Will Indemnify – The Society will indemnify and hold harmless out of the funds of the Society each Director, the Senior Manager, and any individual who acts at the Society's request in a similar capacity, their heirs, executors and administrators from and against any and all claims, charges, expenses, demands, actions or costs, including an amount paid to settle an action or satisfy a judgment, which may arise or be incurred as a result of occupying the position or performing the duties of a Director or and any individual who acts at the Society's request in a similar capacity.

13.2 Will Not Indemnify – The Society will not indemnify a Director or any individual who acts at the Society's request in a similar capacity for acts of fraud, dishonesty, bad faith, breach of statutory duty or responsibility imposed upon him or her under the Act. For further clarity, the Society will not indemnify an individual unless:

- a. The individual acted honestly and in good faith with a view to the best interests of the Society, and
- b. If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.

13.3 Insurance – The Society will, at times, maintain in force such Directors and Officers liability insurance.

RATIONALE:

To ensure Directors and Senior Manager of the Society, when, in carrying out their duties in good faith and with the best interests of the Society from financial loss due to judgements or actions against them. As well to define that a Director, or Senior Manager, who acts in bad faith, fraudulently or dishonestly, will not be protected by the Society through insurance coverage.

FINANCIAL IMPLICATIONS:

Director’s Liability Insurance annual premiums, currently.

CARRIED

NOTICE OF MOTION NO. 2 BY-LAW

SUBMITTED BY: Board of Directors

MOVED BY: Jake Dewitt

Seconded by: Mike Renney

REFERENCE: Article 4.9 g)

WHEREAS:

4.9 To be eligible to serve as a Director, an individual must:

- g) For the Director of Coaching, be an NCCP Competition Introduction Certified Softball Coach with a minimum of two years’ experience.

BE IT RESOLVED THAT:

ADDITION

4.9 To be eligible to serve as a Director, an individual must:

- g) For the Director of Coaching, be an NCCP Competition Introduction Certified Softball Coach with a minimum of two years’ experience. During the term as Director, be precluded from servings as a Learning Facilitator.

RATIONALE:

Learning Facilitator are paid sub-contractors to Softball BC. As the Director of Coaching, it would minimally create a perception of conflict to have the Director of Coaching receiving remuneration for services to Softball BC and it’s Membership in a program they oversee. As the Program Director assigns the Learning Facilitators, the Director of Coaching could legitimately or be perceived to be, providing undue influence on the Program Coordinator as it pertains to clinic assignments or remuneration opportunities.

FINANCIAL IMPLICATIONS:

None

DEFEATED

NOTICE OF MOTION NO. 3 BY-LAW

SUBMITTED BY: Board of Directors

MOVED BY: Jake Dewitt

Seconded by: Mike Renney

REFERENCE: Article 6.4

WHEREAS:

6.4 – The Director of Coaching shall assist the President and the Board in the discharge of their duties, They shall promote and direct the development of coaching at all levels of Softball.

**BE IT RESOLVED THAT:
REVISION**

6.4 The Director of Coaching shall assist the President and Board in the discharge of their duties, they shall promote and direct the development of coaching at all level of Softball. The Director of Coaching will assist Staff in overseeing the delivery of the NCCP.

RATIONALE:

Softball BC, as a member of Softball Canada, is mandated to follow the National Coaching Certification Program (NCCP). The Director of Coaching would therefore be expected to support and follow the NCCP.

FINANCIAL IMPLICATIONS:

None

CARRIED

New Business

(Moved by: Rachel Charles Seconded by: Jennifer Goepel)

SPECIAL RESOLUTIONS OF THE MEMBERS WHEREAS:

A: The Constitution of the Society Part 9 - Borrowing Powers state:

"The Society shall exercise any borrowing powers conferred upon it by the Society Act with the approval of seventy-five (75) percent of the Board of Directors holding office at that time. However, debentures shall not be issued without the sanction of a special resolution."

B: The Society may from time to time borrow money and grant security by way of debentures if its members authorize it to do so by special resolution;

C: The members of the Society wish to confer on the directors of the Society a general power to borrow money on behalf of the Society and to issue debentures and other loan and security and documents; and

D: Pursuant to a Loan Agreement (the "Loan Agreement"), between from the Royal Bank of Canada (the "Bank") to the Society, the Society proposes to obtain credit facilities from the Bank.

"BE IT RESOLVED as special resolutions that:

1. A general power is hereby conferred on the Directors of the Society for the 12 months immediately following the date of this resolution, and the Directors are authorized to cause the Society to borrow money pursuant to any loan, credit or facility agreement and to issue debentures and any additional security, documents or agreements creating a mortgage, charge or security interest on any real or personal property of the Society with respect thereto.

2. The Directors of the Society be authorized to make all necessary arrangements for the borrowing contemplated in the Loan Agreement, including authorizing the granting, execution, and delivery of all documents required by the Bank, in such form and containing such terms, covenants, provisos and conditions as are satisfactory to the Directors including, without limitation, debentures, general security agreements and mortgages and any other loan security documents in favor of the Bank."

CARRIED

Motion to Softball Canada #1

Constitution and By-Laws

Moved by: Jason Ranchoux

Seconded: Susan Strafford

REFERENCE:

Article 8.2 Page 223

WHEREAS'

A special meeting of the association may be called by the President, the Board of Directors, or upon the written requisition of members who hold five percent (5%) of the votes of the Association, and twenty-one (21) days prior, written notice shall be given to the membership of any Special Meeting, and such notice shall set forth the entire business to be conducted at the meeting.

BE IT RESOLVED THAT:

Revision:

A special meeting of the association may be called by the President, the Board of Directors, or upon the written requisition of members who hold ten percent (10%) of the votes of the Association....

RATIONALE

Under the current model, any individual Province or Territory would have enough votes to call for a Special Member Meeting without needing support from the Softball Canada Board of Directors or another P/T. This could lead to frequent special members meetings, which would be potentially costly and time consuming. With a 10% threshold of votes a P/T would require support from at least one additional P/T or from a board member, thus reducing the possibility of abuse of this privilege. As well, a majority of the Softball Canada voting board members would be required if the Special Member Meeting were initiated by the Board.

CARRIED

British Columbia Amateur Softball Association

Election of Directors and Officers

In accordance with the Handbook of the Constitution: Part 5 – Directors

<i>POSITION</i>	<i>IN NOMINATION</i>	<i>FROM</i>	<i>ELECTED</i>
<i>President</i>	<i>Duncan, Graeme</i> <i>As there were no other nominations for the position of President, by the deadline of September 24, 2020, Graeme Duncan is recognized in the position by acclamation</i>	<i>District 9</i>	<i>Acclamation</i>
<i>Vice-President</i>	<i>Langley, Kevin</i> <i>Parkes, Lisa</i>	<i>District 6</i> <i>District 1</i>	<i>Lisa Parkes</i>
<i>VP, Finance</i>	<i>Charles, Rachel</i> <i>As there were no other nominations for the position of VP, Finance, by the deadline of September 24, 2020, Rachel Charles is recognized in the position by acclamation</i>	<i>District 15</i>	<i>Acclamation</i>
<i>Director of Coaching</i>	<i>Allin, Doug</i> <i>Frei, Joni</i>	<i>District 9</i> <i>District 3</i>	<i>Frei, Joni</i>
<i>Minor Director</i>	<i>Larson, Lavaughn</i> <i>Sandrel, Merv</i>	<i>District 7</i> <i>District 8</i>	<i>Larson, Lavaughn</i>
<i>Men's & Women's Director</i>	<i>Boizard, Terri</i> <i>As there were no other nomination for the position of Men's & Women's Director, by the deadline of September 24, 2020, Terri Boizard is recognized in the position by acclamation</i>	<i>District 1</i>	<i>Acclamation</i>
<i>Director-at-Large</i>	<i>Parker, Suzy</i> <i>Renney, Mike</i> <i>Wheatley, Scott</i>	<i>District 6</i> <i>District 6</i> <i>District 15</i>	<i>Wheatley, Scott</i>

New Directors take office after the 'Motion to Adjourn' the 2020 Annual General Meeting

AWARDS AND RECOGNITION

Chair Jake Dewitt acknowledge the following Award Recipients

50 YEAR CLUB

- Suzy Parker
- Nelson Hughes
- Bob Buchan

Directors Awards to Recognize Contributions towards the Return to Play in 2020

- Al Charlesworth (nominate by Ian Kellow)
- Janna Little (nominated by Terri Boizard)
- David Bailey (nominated by Susan Strafford)
- Marg LeSage (nominated by Merv Sandrel)

District Representatives of the Year

- Tracy Sherlock, Men's & Women's Coordinator of the Year
- Elizabeth Lee, Minor Coordinator of the Year
- Jennifer Goepel, District Umpire-in-Chief o the Year

END OF 2020 ANNUAL GENERAL MEETING