



BCASA

ANNUAL GENERAL
MEETING

OCTOBER 24, 2020





2020 ANNUAL GENERAL MEETING

Virtual
October 24, 2020

AGENDA

1. Roll Call & Quorum
2. Meeting Procedure: Chair Jake Dewitt
3. Agenda
4. Approval of 2019 Annual General Meeting Minutes
5. Business arising from the Minutes
6. Directors Reports

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 OF 2020 ANNUAL GENERAL MEETING

2020 SOFTBALL BC ANNUAL GENERAL MEETING
BY-LAWS RESOLUTION

NOTICE OF MOTION FOR BY-LAWS ONLY
Submitted by: _____ Board of Directors _____ District: _____
Seconded by: _____ Board of Directors _____
REFERENCE: (Article and Subsection) New
WHEREAS; (Article as currently written) New
<p>BE IT RESOLVED THAT (Motion – State whether Revision, Addition, Deletion)</p> <p>ADDITION</p> <p>ARTICLE XIII INDEMNIFICATION</p> <p>13.1 <u>Will Indemnify</u> – 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.</p> <p>13.2 <u>Will Not Indemnify</u> – 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 any statutory duty or responsibility imposed upon him or her under the Act. For further clarity, the Society will not indemnify an individual unless:</p> <ul style="list-style-type: none"> 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. <p>13.3 <u>Insurance</u> – The Society will, at all times, maintain in force such Directors and Officers liability insurance.</p>
<p>RATIONALE</p> <p>To insure 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</p> <p>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</p> <p>FINANCIAL IMPLICATIONS</p> <p>Director’s Liability Insurance annual premiums, currently</p>

2020 SOFTBALL BC ANNUAL GENERAL MEETING
BY-LAWS RESOLUTION

NOTICE OF MOTION FOR BY-LAWS ONLY
Submitted by: _____ Board of Directors _____ District: _____
Seconded by: _____ Board of Directors _____
REFERENCE: (Article and Subsection) 4.9 g)
WHEREAS; (Article as currently written) 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 (Motion – State whether Revision, Addition, Deletion) 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 serving 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 its Membership in a program their 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 Director as it pertains to clinic assignments or remuneration opportunities.
FINANCIAL IMPLICATIONS None

2020 SOFTBALL BC ANNUAL GENERAL MEETING
BY-LAWS RESOLUTION FORM

NOTICE OF MOTION FOR BY-LAWS ONLY
Submitted by: _____ Board of Directors _____ District: _____
Seconded by: _____ Board of Directors _____
REFERENCE: (Article and Subsection) 6.4
WHEREAS; (Article as currently written) 6.4 The Director of Coaching shall assist the President and the Board in the discharge of their duties, He or she shall promote and direct the development of coaching at all level of softball.
BE IT RESOLVED THAT (Motion – State whether Revision, Addition, Deletion) 6.4 The Director of Coaching shall assist the President and the Board in the discharge of their duties, He or she shall promote and direct the development of coaching at all level of softball. The Director of Coaching will assist the 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 we expected to support and follow the NCCP.
FINANCIAL IMPLICATIONS None



2020 SOFTBALL CANADA CONGRESS Constitution and Bylaws Motion Form

NOTICE OF MOTION

Constitution and Bylaws

Submitted by: Graeme Duncan P/T Affiliation: BC

Date: **Sept 24, 2020**

REFERENCE : (Section, article, number, page, etc.)

Article 8.2 page 223

WHEREAS (Article as currently written.)

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 that meeting

BE IT RESOLVED THAT (Motion. State whether revision, addition, deletion)

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 member meetings, which would be potentially costly and time consuming

With a 10% threshold of votes required, a P/T would require support from at least one additional P/T or from board members, 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.

FINANCIAL IMPLICATIONS (Softball Canada, Provincial/Territorial, Individual)

Cost of holding a special member meeting, travel and expenses for PT to attend a meeting