

ANNUAL GENERAL MEETING
Saturday, December 5, 2015
Westin Wall Centre Airport, Airport Ballroom
3099 Corvette Way, Richmond, BC
Scheduled 1:00 p.m to 1:30 p.m

CALL TO ORDER AT 1:00 P.M.

1. Approval of December 5, 2015 Agenda and December 6, 2014 Minutes

Moved that the agenda for December 5, 2015 and minutes of December 6, 2014 be approved as circulated.

Alison Oxtoby **MOVED** Bill Veenstra **SECONDED** **CARRIED**

2. Opening Remarks from the President

President Chow expressed that it has been a great year, and that she looks forward to another great year ahead.

3. Resolutions

Auditor Reports and Financial Statements 2015/2016

As Chair of this year's Audit Committee, Mr. Veenstra noted that the audit was uneventful and featured very few adjustments. Council was referred to the audit report, which was contained in the materials, and there were no questions for Mr. Veenstra.

Moved that the Auditor's Report be accepted and the Financial Statements for the fiscal year 2014/2015 dated August 31, 2015 be approved as circulated.

Michael Welsh **MOVED** Bill Veenstra **SECONDED** **CARRIED**

Appointment of Auditors 2015-2016

Mr. Veenstra explained that the Branch proposes to appoint Manning Elliott Chartered Accountants as auditors for the 2015-2016 fiscal year and offered to field any questions in that regard.

Moved that the accounting firm of Manning Elliott Chartered Accountants be appointed as auditors for the Canadian Bar Association BC Branch for the fiscal year 2015-2016.

Michael Welsh **MOVED** Bill Veenstra **SECONDED** **CARRIED**

Bylaw Amendments

Mr. Veenstra provided the rationale for each of the proposed Bylaw changes, which were included in the materials, and offered to respond to any questions.

BE IT RESOLVED THAT:

1. Section 2(b) of the CBABC Bylaws be deleted.

AND BE IT RESOLVED THAT:

2. Section 14 of the CBABC Bylaws be amended by:
 - (a) the deletion of the words “the position becomes vacant upon the passing of a resolution by CBABC Council” in sub-section (d), and
 - (b) the addition of a paragraph at the end of section 14, subsequent to and not part of sub-section (d), as follows:

the position occupied by the voting member becomes vacant upon the passing of a resolution by CBABC Council to that effect. Notice of such a resolution shall be given to the member, and to all voting members of CBABC Council, at least 14 days in advance of the CBABC Council meeting at which it is to be considered, and the person who is the subject of the proposed resolution must be given an opportunity to be heard at the CBABC Council meeting before the resolution is put to a vote.

AND BE IT RESOLVED THAT:

3. Section 17 of the CBABC Bylaws be amended by the deletion of the words “strictly provincial”.

AND BE IT RESOLVED THAT:

4. Section 18(a) of the CBABC Bylaws be deleted and replaced with the following:

establish the general policy of the CBABC through the adoption of policy resolutions;

AND BE IT RESOLVED THAT:

5. Section 18(e) of the CBABC Bylaws be amended by the deletion of the words “rules, regulations and policies” and the insertion in their place of the word “regulations”.

AND BE IT RESOLVED THAT:

6. Section 23 of the CBABC Bylaws be amended by the deletion of the words “in accordance with section 21” from sub-section (b) and by the insertion of the words “In accordance with section 21,” at the start of section 23.

AND BE IT RESOLVED THAT:

7. Section 23.1 of the CBABC Bylaws be deleted.

AND BE IT RESOLVED THAT:

7A. Section 32 of the CBABC Bylaws be deleted and a new section 32 be inserted to read:

The CBABC Executive Director shall act as Returning Officer for the election of CBABC Council Members elected by County, and in that capacity shall:

- (a) determine the rules of the election not provided for in these Bylaws so long as they are consistent with the content and spirit of these Bylaws;
- (b) determine the return deadlines for ballots, which should be not later than 37 days prior to the dates set for the June meeting of the Council in that year;
- (c) determine whether the election shall proceed by way of electronic or paper balloting, and for that purpose shall distribute ballots either electronically or by mail – provided that if an election is conducted electronically, a CBABC member who specifically requests a paper ballot shall be mailed one and be permitted to vote in that fashion;
- (d) appoint scrutineers to the extent appropriate;
- (e) decide all matters relating to the conduct of the election, including the eligibility of nominees and voters; and
- (f) in the event that an election is not required in circumstances where there are the same number (or fewer) of eligible nominees as open position, waive the election and declare the nominee(s) acclaimed to the position(s).

AND BE IT RESOLVED THAT:

8. Section 35 of the CBABC Bylaws be amended by the deletion of the words “from among those elected to CBABC Council by County” and the insertion in their place of the words “from among the voting members of CBABC Council”.

AND BE IT RESOLVED THAT:

9. Section 45.1 of the CBABC Bylaws be amended by the deletion of the words “That nominees for the positions of the CBABC Vice President, CBABC Secretary Treasurer and the CBABC Officers at Large” and the insertion in their place of the words “A nominee for the position of CBABC Vice President, CBABC Secretary-Treasurer or a CBABC Officer at Large”.

AND BE IT RESOLVED THAT:

10. Section 46 of the CBABC Bylaws be amended by the deletion of the “s” from the word “elections” and the deletion of the words “and Voting Members of CBA Council,”.

AND BE IT RESOLVED THAT:

11. Section 50 of the CBABC Bylaws be amended by the deletion of the words “following the elections of the CBABC President, other CBABC Table Officers and Officers at Large and CBABC Members on CBA Council”.

AND BE IT RESOLVED THAT:

12. Section 55 of the CBABC Bylaws be amended by:

- (a) the deletion of the words “the position becomes vacant upon the passing of a resolution by CBABC Council” in sub-section (c), and
- (b) the addition of a paragraph at the end of section 55, subsequent to and not part of sub-section (d), as follows:

the position occupied by that Officer becomes vacant upon the passing of a resolution by CBABC Council. Notice of such a resolution shall be given to the member, and to all voting members of CBABC Council, at least 14 days in advance of the CBABC Council meeting at which it is to be considered, and the person who is the subject of the proposed resolution must be given an opportunity to be heard at the CBABC Council meeting before the resolution is put to a vote.

AND BE IT RESOLVED THAT:

13. Section 62 of the CBABC Bylaws be amended by the insertion of a new sub-section (b) after sub-section (a) to read:

adopt administrative policies which must be consistent with these Bylaws and the regulations;

AND BE IT RESOLVED THAT:

14. Section 63 of the CBABC Bylaws be deleted and the following inserted in its place:

Subject to these Bylaws and the regulations of the CBABC, the CBABC Executive Committee shall have all the powers of CBABC Council between meetings of CBABC Council except the power to pass regulations

AND BE IT RESOLVED THAT:

15. Section 70(a) of the CBABC Bylaws be amended by the deletion of the words “its policies” and the insertion in their place of the words “these Bylaws, the regulations, and the administrative policies of the CBABC”.

AND BE IT RESOLVED THAT:

16. Section 70(d) of the CBABC Bylaws be amended by the addition of the following words after the word “staff”:

, including the adoption of administrative guidelines which shall be consistent with these Bylaws, the regulations, and the administrative policies of the CBABC;

AND BE IT RESOLVED THAT:

17. Section 85 of the CBABC Bylaws be amended by the deletion of the word “Council” and the insertion in its place of the words “Executive Committee”.

AND BE IT RESOLVED THAT:

18. Section 99 of the CBABC Bylaws be amended by the deletion of the word “policy” and the insertion in its place of the word “regulation”.

AND BE IT RESOLVED THAT:

19. Sub-section 110(g) of the CBABC Bylaws be deleted, and the word “and” at the end of sub-section (f) be moved to the end of sub-section (e).

Michael Welsh **MOVED** Bill Veenstra **SECONDED** **CARRIED**

In closing President Chow gave special thanks to Vincent Keramat and Paul Schwartz who had joined Council members (who were already in attendance) for the AGM.

JENNIFER CHOW
President, 2015-2016

CAROLINE NEVIN
Executive Director