

**MINUTES OF THE GENERAL MEETING OF THE MEMBERS OF THE  
COWICHAN STATION AREA ASSOCIATION  
(the “CSAA”)**

**Held on June 3<sup>rd</sup>, 2023 at the HUB at Cowichan Station, 2375 Koksilah Road, Duncan, BC**

Meeting convened at 2:05 pm

Members in attendance, in person or via proxy – *See Schedule “A”*

**President:** Hilary Else

**Chair:** Greg Gillespie

**Minutes:** Amie Roman, Secretary

**Timekeeper:** Tracy Wyman, Director

The meeting was opened by Hilary Else, President, with a welcome and land acknowledgement (please refer to our complete land acknowledgement on our website at <https://cowichanstation.org/first-nations-history/>). Hilary reviewed the purpose of the meeting, and introduced the other members of Board of Directors of the CSAA: Sarah Davies-Long, Tracey Stephenson, Doug Marsh, Rodger Hunter, Melanie Watson, Tracy Wyman, Barbara Purves, Amie Roman, Mitzi Mogden-Dupuis, Henry Van Hell; Donna Shaw, Treasurer, was absent. The meeting was able to proceed having met quorum, as required by the Bylaws. Hilary introduced Greg Gillespie, who acted as our Chair, and passed the meeting to him.

Greg provided housekeeping details for the attendees at the meeting, and reminded all attendees that signed proxy forms were to have been brought to the registration table prior to the meeting. Greg reviewed the parameters of the meeting, then called for and received agreement of those parameters, and that the business of this meeting was to attend to the proposed amendments of the CSAA Constitution and Bylaws.

**Agenda**

1. Documents sent on May 12 (Info Package)
2. Why Amend the CSAA Constitution & Bylaws?
3. Review of Ballot
4. Questions & Comments from the Floor
5. Vote
6. Vote Count
7. Closing

The Agenda was presented to the attendees of the meeting. **Don Skerik** MOVED to approve the Agenda; **Lori Iannidinardo** seconded the motion, the attendees were IN FAVOUR, NO OPPOSITIONS, the motion was CARRIED.

The package sent to the members of the CSAA on May 12<sup>th</sup>, 2023 included the following documents:

- Notice of General Meeting
- Text of the Special Resolutions for voting on the proposed amendments to the CSAA Constitution and Bylaws.
- Summary of current Constitution and Bylaws with proposed amendments, and brief explanatory notes.

- Current Constitution and Bylaws of the CSAA
- Form of Proxy

Greg reviewed the reasons for the purpose of amending the Constitution and Bylaws of the CSAA:

- Bylaws establish the rules and procedures that govern a non-profit's activities, decision-making, and overall governance structure.
- The proposed amendments are in response to the growth represented by the pending acquisition of the St. Andrew's Church property. The amendments are also in response to updates to the BC Societies Act which governs all non-profit organizations in the Province. It is important that CSAA bylaws reflect changes in the Societies Act.
- Updates help the CSAA Board of Directors to ensure that governance is robust and that it supports long-term health of the organization. Good bylaws allow for flexibility and efficiency in decision-making.

Greg reviewed how the ballots work, and there was a discussion regarding what constituted a spoiled ballot, and clarification was provided with respect to the 75% threshold requirement:

- The ballot identifies each proposed amendment with a "Yes" or "No" vote option.
- CSAA bylaws require no less than 75% of Members entitled to vote, in-person, including proxies, in favour before an amendment can be carried.
- There is no option in this meeting for changes to the proposed amendments. Rather, a proposed amendment that does not meet the 75% threshold will not carry and the current bylaw remains unchanged.

Greg invited the members to review the amendments as proposed on the ballot.

Greg opened the floor to a question and answer period, outlining the procedure by which speakers, recognized by the Chair, were to take turns. There was a 2 minute time limit for each speaker, and Tracy Wyman was the timekeeper. The attendees of the meeting agreed to these parameters. The question period covered many questions, including requests for clarification on why some amendments were proposed, and the wording utilized in some of the proposed amendments.

Greg called for two volunteers to act as scrutineers for the vote count. **Savanah Wright** and **Elodie Button** volunteered to perform this duty on behalf of the members of the CSAA. The attendees were invited to cast their ballots and remain for the results at the end of the count, or leave the meeting and receive the results in due course. Amie Roman and Tracy Wyman acted as ballot counters, under the scrutiny of Savanah Wright and Elodie Button. Please refer to Schedule "B" for the results of the vote.

The meeting was adjourned at 4:30 p.m.



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Hilary Else, President



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Amie Roman, Secretary

Schedule "A"

MEMBERS IN ATTENDANCE

IN PERSON OR BY PROXY

Diana Adams, Taylor Aichelberger, Cheri Ayers, Natasha Ayers, Ian Baird, Lorene Benoit, Brenda Bernhardt, Ron Bogdono, Julia Boles, Elodie Button, Catherine Camley, Raymond Camley, Mcgregor Campbell, Rosalynn Campbell, Patricia Carter, Eamonn Carter, Delphine Castles, Paul Cech, Heather Chan, Cheryle Chow, Kuen Chow, Stella Cockett, Linden Janet Elaine Collette, Sarah Corrin, Lyndon Crossman, Pat Cruikshank, Angela Davies, Sarah Davies-Long, Mark Dodd, Cheri Dodge, Janine Duns, Jennifer Elmore, Hilary Else, Joseph Enslow, Glenn Farenholz, Robin Bruce Farquhar, Renee Farquhar, Rhonda Ferguson, Sylvia Fiddler, Jeff Fiddler, Claus Flemming, Petra Flemming, Bjorn Flemming, Syon Foo, Kuan-Jian Foo , Paula Foot, Richard Fortier, John Frith, Mel Gale, Holly Gale, Roxanne Gale, Graham Gignac, Sage Sarah Theresa Goode, Willie Harvie, Shiyu Huang, Rodger Hunter, Lori Iannidinaro, Annette Inglis, Brian Inglis, Ro Jan, Cathi Jefferson, Clive Michael Justice, Michele Kennedy, Jane Kilthei, Elaina Konoby, Jennifer Lacey, Dave Laroque, Jim Lavers, Steven Lay, Penny Lehan, Randolph Lengyel, Ariel Lenke, Larry Lenke, Nadine Lessio, Dea Lloyd, David Long, Kate Macdonald, Coleen MacGregor, Donald MacGregor, Diane Manuel, Gilles Marchand, Doug Marsh, Anne Matheson, Madi Mayfield, Scott McCartney, Peter Miles, Jocelyn Miles, Dwight Milford, Susan Minette, Mitzi Mogden, Alex Nelson, Alison Nicholson, Carla Nigro, Dan Nugent, Meri O'Harn, Barry O'Riordan, Paul O'Rorke, Richard Palmer, Tracy Parow, Oliver Price, Grant Price, Matt Price, Corinne Price, Barbara Purves, Jill Purves, Sarah Race, Michael Race, Richard Raddatz, Lisa Read, Carlen Read, Perri Read, Steve Read, Evan Smith Richards, Adrienne Richards, Lily Roemer, Amie Roman, Lynne Rozenboom, Marina Sapozhnikov, Steve Schmidt, Laurie Schmidt, Michael Schnarr, Suzanne Schnarr, Chris Shaw, David Sinclair, Don Skerik, Barbara Sobon, Sergio Soto, Ann Stephenson, Tracey Stephenson, Miguel Sternberg, Andrew Surray, Marion Syme, Jill Thompson, Michael Tilitzky, Kinoe Tomasek, Gerald True, Matt Tuplin, Al Vaisius, Colette Vaisius, Henry Van Hell, Jack Van Hell, Samuel Van Hell, Ben Verduin, Ruth Waddell, Karen Ward, Julie Watson, Melanie Watson, Rebecca Wenham, Gillian Williamson, Dan Wright, Candice Wright, Savanah Wright, Tracy Wyman, Rob Young, Teri Young,

Number of members registered at this meeting: 155

Schedule “B”

**RESULTS OF VOTING**

Total ballots cast: 154

<b>PROPOSED AMENDMENT</b>	<b>DECISION</b>
1. <b>Replace all references to “Society Act” with “Societies Act”;</b>	<b>CARRIED</b>
2. <b>Replace all references to “he” and “him” with “they” and “them”, respectively;</b>	<b>NOT CARRIED</b>
<p>3. <b>Repeal the Mission and replace with:</b>                      ...bringing neighbours together to promote the livability and sustain the natural environment and historic and cultural values of the Cowichan Station area by:</p> <ul style="list-style-type: none"> <li>• Providing and maintaining multi-use facilities in the Cowichan Station area as gathering places for the community to pursue arts, culture and recreational activities;</li> <li>• Facilitating communication and information sharing;</li> <li>• Providing a forum for discussing issues, concerns, and ideas;</li> <li>• Developing a common vision and setting goals;</li> <li>• Sharing the interests of the Cowichan Station area for local planning processes and to elected officials, government staff and others;</li> <li>• Raising funds and leading specific projects to achieve our goals; and</li> <li>• Building community wellness.</li> </ul>	<b>CARRIED</b>
<p>4. <b>Repeal the “Purpose” clause of the Constitution and replace with:</b></p> <ul style="list-style-type: none"> <li>• To provide, administer and maintain multi-use facilities for the community, and to bring neighbours together to enhance and protect the livability, sustainability, and cultural heritage of the Cowichan Station area; and</li> <li>• To do all such things as are ancillary and incidental to the furtherance of the above-noted purpose.</li> </ul>	<b>NOT CARRIED</b>
<p>5. <b>Repeal the Bylaw 1.01 clause (a) and replace with:</b></p> <p>1.01 (a) “Annual General Meeting” means the general meeting of the Members of the Society held once in every calendar year;</p>	<b>CARRIED</b>
<p>6. <b>Repeal the Bylaw 2.02 and replace with:</b></p> <p>2.02 Membership in the Society shall be limited to individuals 16 years of age or older and who agree to further the advancement of the Society’s purposes. To qualify for membership in the Society, a person must be resident within the geographical boundaries of the Cowichan Valley Regional District of British Columbia, the City of Duncan or the Municipality of North Cowichan, on Vancouver Island, as defined by the respective governing bodies controlling those jurisdictions, and as amended or altered from time to time by those governing bodies, or as defined at the discretion of the Board of Directors of the Society. A person not living within these boundaries may apply to the Board for membership in the Society and on acceptance by the Board shall be a Member. New members shall not be accepted within 6 weeks of an Annual General Meeting nor within the notice period of an extraordinary general meeting. New members can be accepted at the conclusion of a general meeting.</p>	<b>NOT CARRIED</b>

PROPOSED AMENDMENT	DECISION
<p><b>7. Create a new Bylaw 2.03 as follows, and correct the subsequent clause numbering as appropriate:</b></p> <p>2.03 Any potential member who has not paid any debt due and owing by them to the Society will not be qualified to become a member or to renew their membership until the debt due is paid to the Society in full.</p>	CARRIED
<p><b>8. Repeal the Bylaw 2.06;</b></p>	NOT CARRIED
<p><b>9. Repeal the Bylaw 3.02 and replace with:</b></p> <p>3.02 The Directors shall include the following Officers: President, Vice-president, Secretary and Treasurer.</p>	CARRIED
<p><b>10. Repeal the Bylaw 3.11 and replace with:</b></p> <p>3.11 The two-year terms of the Directors shall be staggered such that half of the directors including the President and Secretary will be elected for a two-year term every two years and the Vice-president and Treasurer and remaining directors will be elected for a two-year term on the alternate years.</p>	CARRIED
<p><b>11. Repeal the Bylaw 4.02 and replace with:</b></p> <p>4.02 The Directors may appoint such committees and sub-committees from the membership from time to time as they deem necessary. Any person willing and, in the opinion of the Directors suitable, to act on such committee or sub-committee may be appointed by the Directors whether or not they are a Member of the Society. Every such committee or sub-committee shall be subject to the control of the Directors and shall conform to any regulations that may be, from time to time, imposed by the Directors. The Directors may at any time dissolve the committee or sub-committee or terminate any appointment thereto. A Director of the Society shall be an ex-officio member of all committees. The Chair of each committee shall be a member of the Society, and shall invite other members of the committee to become members of the Society.</p>	NOT CARRIED
<p><b>12. Repeal the Bylaw 7.01 and replace with:</b></p> <p>7.01 The Annual General Meeting of the Society shall be held at least once every calendar year.</p>	CARRIED
<p><b>13. Repeal the Bylaw 7.21 and replace with:</b></p> <p>7.21 Any Member in good standing may act as proxy holder. The Principal may authorize the person appointed to act as proxy holder for the appointee at the meeting specified in the proxy. Any proxy holder may only act as proxy holder for up to, but not more than, three Principals.</p>	CARRIED
<p><b>14. Repeal the Form of Proxy and replace with:</b></p> <p>The undersigned, being a Member in good standing as of ____ [date of notice of meeting] ____ of the Cowichan Station Area Association (the "CSAA"), hereby appoints _____, also being a Member in good standing as of ____ [date of notice of meeting] ____ of the CSAA as proxy holder for the undersigned to attend, act and vote for and on behalf of the undersigned at the (annual or extraordinary, as the case may be) general meeting of the CSAA to be held on the _____ day of _____ and at any adjournment thereof. Signed this _____ day of _____ 20____.</p> <p>_____</p> <p>(Signature of Member).</p>	CARRIED

<b>PROPOSED AMENDMENT</b>	<b>DECISION</b>
<p><b>15. Repeal the Bylaw 8.01 clause (a) and replace with:</b></p> <p>8.01 The Board shall keep a record in which the name of every person who is admitted as a Member of the Society is registered, together with the following particulars:</p> <p>(a) the full name and contact information of each Member;</p>	<b>CARRIED</b>
<p><b>16. Repeal the Bylaw 9.01 clause (a) and replace with:</b></p> <p>9.01 The Board shall keep a record in which the names of the Directors of the Society are registered, together with the following particulars:</p> <p>(a) the full name and contact information of each Director;</p>	<b>CARRIED</b>
<p><b>17. Repeal the Bylaw 10.05 and replace with:</b></p> <p>10.05 All donations of money made to the Society shall be paid into its general account and, upon request, a receipt therefore shall be given. If a donor requests that a particular donation be subject to particular terms and conditions, such directions shall be followed, provided that they are not inconsistent with the Constitution and Bylaws of the Society, and provided that the purpose of such donation falls within the objects set out in the Constitution.</p>	<b>CARRIED</b>