

CRYA 2018 AGM motions with background

2018-1 Special Resolution: Resolved that the bylaws be deleted in their entirety and replaced by the bylaws in the document entitled “R 2018.1.1 Bylaws Proposal-clean.pdf” , (hereinafter referred to as the “Amended Bylaws”)

Moved By: Executive

Background

These amendments make changes throughout the bylaws including

- 1. Adding the regional directors as elected board members.**
- 2. Discontinue the executive committee as all decisions to now be done by Board**
- 3. Change the term Constitution to Articles.**
- 4. Revise title of Executive secretary to Secretary**
- 5. Update ISAF name to World Sailing.**
- 6. Allow class measurers.**
- 7. Change address**
- 8. Allow other heat management system besides HMS**

2018-2 Special Resolution: Resolved that the Articles be deleted in their entirety and replaced by the Articles in the document entitled “CRYA Articles Proposal 2018-07-18.pdf”, (hereinafter referred to as the “Amended Articles”) . [Found in Files]

Moved By: Executive

Background

1. Establishes a range for the number of directors : “The minimum number of directors is 3. The maximum number of directors is 15.”

1.1 Establishing a broad range for the number of Directors allows flexibility without the need to file changes to the Articles to the Not for Profit registration. If the articles (number of directors) had to be changed then the CRYA would have to refile the registration at a cost of \$200.

2018-3 Special Resolution: Resolved that Section 2.1 of the bylaws be deleted and replaced with the following 3 sections:

1. All members are in good standing except a member who has failed to pay the current annual membership dues by the late dues payment date.
2. Membership dues become due on December 1st of the new fiscal year and are payable before the late dues payment date of February 28 of the following year.
3. A person not in good standing after April 30 of the fiscal year shall cease to be a member.

Moved By: Executive

Background

- 1. It is felt that the AGM should be able to be attended by most of the members. By continuing good standing to 3 months after the year end, more members will remain eligible.**
- 2. It simplifies the accounting if memberships dues are paid in the year of the membership, so this gives members 3 months to make their payment after the start of the new fiscal year.**

2018-4 Special Resolution: Resolved that a new bylaw section be inserted after Section 3 - Voting in the Amended Bylaws and all following bylaws be renumbered accordingly. The new section shall state:

“Section 4: Member Meetings

1. A meeting of members may be called by the directors at any time.
2. A group of members of the association numbering more than 5% of the members entitled to vote at a general meeting may requisition the directors, in accordance with the Act, to call a meeting for the purposes stated in the requisition.
3. The Association shall send notice of the date and place of a member meeting 21 to 60 days before the meeting.
4. Notice of a meeting of members shall describe the following where any business is to be transacted at the meeting that is not the consideration of the financial statements, public accountant's report, election of directors or re-appointment of the incumbent public accountant:

(a) the nature of that business in sufficient detail to permit a member to form a reasoned judgment on the business; and

(b) the text of any special resolution to be submitted to the meeting.

5. The quorum for a meeting of members shall be the lesser of 20 members or 10% of the members in good standing at the commencement of the meeting.

6. A meeting of members may be held entirely by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.”

Moved By: Executive

Background

To give the members details of the rules governing member meetings. Most items are restatements of Act requirements.

2018-6 Special Resolution: Resolved that section 7 of the Amended Bylaws be deleted and replace with:

“7.1 Election of officers shall be by ballot at the Annual Meeting.

7.2 A call for nominations shall be sent to members, or be published in the Association’s newsletter, or on the Association’s website by November 1st of the year before the Annual Meeting. Nominations for officers will close upon the commencement of the Annual Meeting.

7.2 Nominations for officer may be made by emailing the nomination to the Secretary before the cut-off date determined in section 7.2 and are effective upon receipt by the Secretary of an email from the nominee agreeing to stand for office.

7.3 The elected officers shall serve a two-year term and may be re-elected.

7.4 Elections shall be held at the Annual Meeting held following a fiscal year ending in an odd numbered year.”

Moved By: Executive

Background

It is desired to move elections to the Annual Meeting to align with standard practices.

2018-7 Special Resolution: Resolved that Section 12 of the bylaws be deleted and replaced with the following:

“Section 12: Financial Statement Review

1. The Board shall annually appoint a member who is not on the Board to examine the accounting records of the Association and make a written report on their findings. The report shall be distributed with the annual financial statements which are sent to the members before the AGM and published in either or both of the Association’s newsletter or website.”

Moved By: Executive

Background

The term auditor in relation to financial statements in the Canada Not-for-profit Act refers to a public accountant. Also, an audit requires many formal and detailed procedures. Furthermore, an auditor is generally required to be strictly independent of the organization they audit. Our objective is to allow a member to perform a more informal review.

2018-8 Special Resolution: Resolved that pursuant to section 182(1) of the Not For Profit Act, the Association will not appoint a public accountant for the current year.

Moved By: Executive

Background

Without this resolution, the Act requires a public accountant to be appointed at great expense.

2018-9 Ordinary Resolution: Resolved that the documents titled “Constitution” approved in prior member ballots are rescinded and are of no further force or effect.

Moved By: Executive

Background

Upon incorporation in 2013, the document stating the name and purposes of the Corporation became the Articles. The document called constitution has no status and creates confusion.