

This is the Voters' Package for the 2022 Annual General Meeting

Sunday, April 10, 2022 at 1:30 p.m.

Zoom Video Meeting

Join Zoom Meeting

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Telephone access in Canada

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Meeting ID: 851 0101 9834

Passcode: 863931

CHAPTER ONE

Introduction

The BC Square and Round Dance Federation (BCSRDF) is a not-for-profit corporation registered under the Societies Act [S.B.C. 2015] Chapter 18. A Society is a specialized form of corporation and is reserved for not-for-profit organizations only.

At law, a corporation is deemed a person and can legally do anything a person can do, limited only by the purposes specified in its constitution. The purposes of our Society, the BCSRDF, are the support, encouragement and development in BC of square and round dancing, clogging, etc.

A Society must have members. All Federation-registered dancers, callers, cuers, prompters, dance leaders, clubs, and associations are members of the BCSRDF.

To fulfill its purposes and serve its members, the BCSRDF membership must understand their needs and objectives so that its resources are used to their best advantage. All members have the right and responsibility of providing input into the affairs of the Federation.

A New Way of Conducting our Federation's Affairs

Individual members are organized into clubs, so the best way of maintaining contact and exchanging ideas and information is through clubs and/or the regional organizations to which they belong.

*Where the term "Club" or "Clubs" is used to suggest the Voting Members, also please understand that The Victoria and District Caller Teachers Association, The Vancouver and District Caller Teachers Association and the Upper Vancouver Island Caller Teacher Association are three associations of dance leaders whose members do not have voting privileges at the clubs for which they call or cue. Each of these Associations is a Voting Member.

The BCSRDF shall hold at least two general meetings each year, one of which shall be the annual general meeting, at which matters requiring member approval may be fully discussed and voted on. The decisions made at general meetings are the authorization for the board of directors to take or refrain from taking actions. Individual members are welcome to attend any General Meeting and to share their ideas and express their views, but they are not Voting Members. Each club is a Voting Member with one vote and must consult with its members on the exercise of its voting rights.

The new Societies Act substantially changes the way a society must conduct its affairs. The duties of the Board of Directors, in particular, are much more stringent than they were prior to 2018.

The Way We Were

Formerly, our regional associations appointed delegates to attend one BCSRDF meeting a year, which was called the Board of Directors (BOD) Meeting. The BOD Meeting agenda was circulated in advance and individuals who took an interest told the delegates their opinions on the issues. The delegates attended the meeting and voted, and their duties were discharged in so doing. No other attendees could vote, though all individuals could share their ideas and express their views.

The second meeting which the BCSRDF has always held is the Annual General Meeting (AGM). The AGM agenda, too, was circulated in advance. Each individual member of the Federation attending the AGM had a vote. At the AGM, every resolution passed at the BOD meeting had to be ratified and stood the chance of being amended, or even overturned.

It is no longer possible to continue with these procedures and comply with the Act.

It's a Brave New World

To satisfy the Societies Act [S.B.C. 2015] Chapter 18 without unnecessarily disturbing the existing structure of the BCSRDF, the major changes made in 2020 are:

- The Federation will hold at least one General Meeting as well as its Annual General Meeting per year. The authority to bind the Executive Committee to act on the motions decided at each meeting shall be equal.
- The agendas will be circulated in advance with sufficient time for all to consider the matters and motions to be considered. All individual members are invited to share their ideas and express their views.

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- The Clubs are the Voting Members. In addition, The Victoria and District Caller Teachers Association, The Vancouver and District Caller Teachers Association and the Upper Vancouver Island Caller Teacher Association are three associations of dance leaders whose members do not have voting privileges at the clubs for which they call or cue. Each of these Associations is a Voting Member.
- Voting Members must consult with their members twice a year on the matters or motions that are on the agendas. They must decide how they want to vote on each motion.
- Each Voting Member must then appoint its proxy by giving its duly endorsed proxy form and instructions to any individual Member of the Federation who will attend the meeting to cast their vote(s).
- The position of regional delegate is eliminated.
- Regions will elect or appoint two Directors at Large whose job definition will include:
 - i) ensuring the Officers and committee heads of the Federation are properly performing their roles, and
 - ii) acting as a primary communication channel between the BCSRDF, the clubs, associations, dance leaders, and dancers.
- Directors at Large who are committed to attending Meetings will be willing to accept appointment of proxies of any or all Voting Members in their region.
- This process is all described in more detail in Chapter Two.

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CHAPTER TWO

Description of a proxy

A proxy is the document by which the Voting Member appoints a person (the “proxy holder”) to represent your Club* and to cast votes on your club’s behalf at a general meeting. Proxies are essential because only clubs are voting members in our Society. This gives your club a genuine and audible voice in the affairs of the BCSRDF. The proxy holder may be a member of your club, a member of any club registered with the BCSRDF, a Director a Large, or an executive member of the BCSRDF, except for the President.

There are several reasons why you should appoint your club’s proxy holder, the most important of which is that the proxy holder, for the purpose of determining a quorum for the meeting, counts as the presence of your club. If too few voting members are present, we won’t have a quorum, and no binding appointments or decisions, such as the election of directors or considering motions, can be made.

Every voting member is entitled to vote for, against or abstain on every matter requiring a vote. The club’s appointed proxy holder may also move amendments to motions if authorised by you. Your proxy holder is obliged to follow the instructions which have been given. If an unanticipated matter is brought forward your proxy holder may exercise their judgement on how to vote unless you have prohibited them from doing so. In that case, they would register an abstention. The proxy form outlines duties of the proxy holder. It is your specific instructions that permit these flexibilities.

Any person appointed as a proxy holder may be representing more than one club (voting member) but they must cast votes for each club as directed in their appointment. For example, a proxy holder with 5 proxies could vote three times for any motion, one against and one abstention on any vote. This means every eligible vote counts.

Appointing a proxy

The form is provided with space for naming two proxies with provision for a third proxy who shall be a member of the executive. It is so worded that the first named person acts. However, if that person is not present at the meeting for any reason, then the second person named acts. Failing both, the named member of the executive shall act. If you do not want the executive member named acting, you may strike that name out and insert another.

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It is the club's responsibility to make sure the person holding their proxy knows exactly how it wishes to vote on each motion by the time the meeting is called to order.

The proxy must be signed and dated by a member of the club authorized to act on its behalf. For caller/cuer sponsored clubs, the signatory must be that person or another club member authorized by the caller or cuer.

Any proxy form which is not fully and correctly completed shall be invalid and the proxy holder may not vote. Please take the time to fill it out properly.

Period for which a proxy is valid

A proxy is valid **only** for the meeting to which it applies and to any adjournment of that meeting. (Please be aware that while we are holding our AGM in the spring, because our fiscal year ends in the summer, the Federation must adjourn again in the fall to deal with the Financial Reports and Budget. The person who accepts your proxy is still authorized to vote on your club's behalf at the fall adjournment.)

If the proxy holder named is unable to attend an adjourned meeting, a club may complete a new proxy form appointing someone else, which shall be valid for the adjourned meeting(s) only.

Content of the proxy form

The proxy form shall contain at least the following information:

- A) Be headed as the BCSRDF and give the time, date and place at which the meeting is to be held and state the type of meeting (annual, general or special);
- B) The name of the club;
- C) The name(s) of the appointed proxy holder(s);
- D) Duties of the Proxy Holder, including permission to vote on any motion validly brought before the meeting of which notice has not been given. (This normally only pertains to voting for executive officers if the nominating committee has not been able to complete its work prior to the meeting);
- E) The signature and legibly printed name of the person signing on behalf of the club;
- F) The date of the form's completion.

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Depositing the proxy form

1. The Secretary must see the proxy form in person or electronically for it to be valid.
2. We request your proxy form be deposited by email or in person with the Secretary of the Society by one week before the meeting date. However, if this is not possible, it may be accepted immediately prior the meeting being called to order. A hard copy being held up to the camera prior to a Zoom meeting will be accepted, as time permits.
3. The Proxy may be withdrawn or may be altered by the appointment of a new proxy holder provided such information is deposited with the Secretary of the Society as in Notes 1 and 2.

CHAPTER THREE

Last chapter

On Page 7 is the Proxy form for the 2022 Annual General Meeting, to be held on Sunday, April 10th, 2022.

It can be printed and filled out manually in ink. The physical copy can be mailed to the Secretary, Wendy Krueger, 114 – 31771 Peardonville Rd, Abbotsford, BC V2T 5S7.

The physical copy can alternatively be scanned and emailed to the Secretary, Wendy Krueger, wkrueger@shaw.ca.

It can be filled in electronically (by those who can format it that way) and emailed.

Please, if you have any questions about voting by proxy, contact the Federation secretary, Wendy Krueger, or any Officer or Director of the Federation to assist you.

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BRITISH COLUMBIA SQUARE AND ROUND DANCE FEDERATION

PROXY FOR THE ANNUAL GENERAL MEETING

ON SUNDAY, APRIL 10TH, 2022 TO BE HELD BY ZOOM

- (a) _____ being a voting member
(the member) of British Columbia Square and Round Dance Federation (the “Society”), hereby appoints
- (b) _____ or, failing such person,
- (c) _____ or, failing both named persons,
- (d) *Named executive member of the Society* _____
as proxy holder to attend and to vote for and on behalf of the member at *the given title of the Meeting* of the Society to be held on
- (e) *SUNDAY, APRIL 10TH, 2022* and at any adjournment thereof.

Proxy holder’s duties: In respect of any motion to be considered, the proxy holder shall follow the written or verbal instructions (if any) of the Voting Member with respect to voting.

If they have not been given specific voting instructions, the proxy holder may exercise their personal discretion bearing in mind the best interests of the Voting Member or may abstain from voting if unsure what the member’s position might be. If desired, the named Voting Member may prohibit this exercise of discretion by drawing strike-through lines across this paragraph.

Abstaining is deemed an exercise of voting instructions.

The proxy holder shall report to the Voting Member on how the voting power herein granted has been exercised as soon as practical following the Meeting.

(f) **Signed on behalf of the Voting Member:**

Signed _____

Date signed _____

Printed name of signatory _____

Position of signatory _____

See Instructions and Notes on page 8

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Instructions for Completing Proxy Form:

- 1) Insert the name of the Voting Member in (a);
- 2) Insert the name of the Proxy Holder in (b) and an alternate Proxy Holder (if any) in (c);
- 3) In case persons named in (b) and (c) fail to attend the meeting, please ensure you name an executive member of the Society, as your alternate Proxy Holder for (d).
- 4) Enter the month, date and year in (e)
- 5) Part (f) shall be completed by an authorized member of the Club* named in (a).

Notes:

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Form authorized by Bylaw 8.11

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