

British Columbia Pipers' Association

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Past President
Secretary
Treasurer

Robert MacNeil
Lynn Bullis
Graham Davidson
Moirra Mack
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Gordon Haddon
Jessica Lahti
Graeme Mack
Craig Mathews
Reid Maxwell

Directors

Sarah McLatchy
Angus Morrison
Cameron Reid
Todd Schiele

Trustees

Ron MacLeod
Bob McIlwaine
Ron Sutherland

Honourary Patron

The Honourable
John Fraser

September 10, 2012

Dear Member,

Attached please find the notice and resolutions for a Special General Meeting on September 30, 2012 to amend the bylaws of the Association.

Any questions or comments can be directed to secretary@bcpipers.org. Complaints can be sent in writing to secretary@bcpipers.org, as per Bylaw 17.1.

Yours sincerely,

Rob MacNeil
President

British Columbia Pipers' Association

Notice of Special General Meeting

Date: Sunday, September 30, 2012

Time: 10:30 am

Venue: Lecture Hall AQ 3182, Academic Quadrangle, Simon Fraser University, 8888 University Drive, Burnaby, BC

Purpose of this Special General Meeting

The purpose of this Special General Meeting is to approve revisions of bylaws clauses to:

1. enable overlapping two year terms for members of the Board of Directors and eliminate the Past President position;
2. redefine Trustees as Counsellors, redefine their duties and numbers, enable overlapping four year terms for them, and move the bylaws associated with the management of the Contingency Fund and Endowment Funds to the Financial and Accountants section;
3. broaden categories of membership eligible to be appointed a Life Member; and
4. enable electronic communications as an option for the communication of notices to members and reduce the "deemed to have been given time" for mailed notices from three to two days.

For a special resolution to pass, 75% of the voting members present at the meeting must vote in favour of the resolution.

Copies of the current BCPA Constitution and Bylaws are available on the BCPA website www.bcpipers.org Limited copies will be available at the Special General Meeting. Any questions about the resolutions can be directed to secretary@bcpipers.org

Resolutions at the Special General Meeting

The Directors of the British Columbia Pipers' Association hereby give notice of the following resolutions to amend the bylaws of the society. The resolutions will be proposed at a Special General Meeting on Sunday 30th September 2012 at 10:30 am at Lecture Hall AQ 3182, Academic Quadrangle, Simon Fraser University, 8888 University Dr, Burnaby, BC.

Resolution 1 (Special Resolution) – Board of Directors

- Revise Bylaw 7.2 to read: The Board shall consist of the President, Vice-President, and not less than six or more than ten other persons.
- Revise Bylaw 7.3 to read: The Board shall hold office until the next Annual General Meeting, and are eligible for re-election, according to bylaw 7.4
- Revise Bylaw 7.4 to read:
The Board shall be elected at each Annual General Meeting from amongst the members of the Association with voting rights and as follows:
 - (1) The President shall be elected in even numbered years and for a term of two years.
 - (2) The Vice-President shall be elected in odd numbered years and for a term of two years. At the Annual General Meeting in 2012, the Vice-President shall be elected for a term of one year.
 - (3) The first contingent of Directors (one half of the other Directors, to a maximum of five) shall be elected in even numbered years and for a term of two years.
 - (4) The second contingent of Directors (the other half of the other Directors, to a maximum of five) shall be elected in odd numbered years and for a term of two years. At the Annual General Meeting in calendar year 2012, the second contingent of Directors shall be elected for a term of one year.

(5) The President and Vice-President shall be elected separately. Each contingent of Directors shall be elected together, with each voting member having a number of votes equal to the number of vacant positions. Those candidates with the largest number of votes shall be those elected.

Resolution 2 (Special Resolution) – Counsellors

- Rename section to read: Bylaw 8 – Counsellors
- Delete Bylaws 8.2 to 8.7
- Revise Bylaw 8.1 to read: The duties of the Counsellors shall be to provide management advice and counsel to the Board of Directors to ensure that they are meeting the objects of the Society, as expressed in the Constitution of the Association, in effective and efficient ways and in the long term interest of the Association.
- Add Bylaw 8.2 Four Counsellors shall be appointed by the Board according to bylaw 8.3. Counsellors shall be members who are not members of the Board and may be reappointed. The Board may appoint a member to fill a vacancy in the Counsellors.
- Add Bylaw 8.3 The first contingent of two Counsellors shall be appointed in even numbered years that are leap years and to a term of four years. The second contingent of two Counsellors shall be appointed in even numbered years that are not leap years and to a term of four years. Following the Annual General Meeting in calendar year 2012, the Board of Directors shall appoint the second contingent of two Counsellors to a term of two years.
- Add the following Bylaws to Section 9 – Financial and Accountants:
 - 9.3 The duties of the Board shall also include the following:
 - (a) to manage a Contingency Fund established by the Association
 - (b) to manage any other funds or trusts established by the Association or gift, except those that are managed by Vancouver Foundation or another charitable community foundation, and
 - (c) to report on the management of such funds, and the income from them, to the Association.

9.4 The Association may establish and maintain an endowment fund with Vancouver Foundation, to be called the British Columbia Pipers' Association Endowment Fund (the "BCPAEF"). The BCPAEF shall be made up of such moneys as are designated for the purpose by (a) the Board, (b) ordinary resolution at a general meeting, (c) gift, or (d) contributions made pursuant to a will or other testamentary instrument.

The Board may transfer surplus funds from the Contingency Fund, or other funds, to the BCPAEF. Income from the BCPAEF must be used only to further the purposes of the Association, as determined by the Board.

9.5 The Contingency Fund shall be made up of such moneys as are designated for the purpose by the Board, by ordinary resolution at a general meeting, by gift, or by contributions made pursuant to a will or other testamentary instrument. The capital and interest of the Contingency Fund shall not be disbursed except with the approval of the Board.

9.6 The Association may in the sole discretion of the Board establish other endowment funds with Vancouver Foundation, or another community foundation, and may establish other funds or trusts as required for the purposes of the Association.

9.7 The Association must invest its funds only in securities in which the directors are authorized by law to invest.

9.8 The Board shall report to the Annual General Meeting on all the funds and trusts held by the Association, the Contingency Fund, the BCPAEF, and any other endowment funds held in the name of the Association, and disbursements from their capital, and the use of the income from them.

Resolution 3 (Special Resolution) – Life Members

- Revise Bylaw 2.3.4 to read: Life Members are Members who are appointed by the Board of Directors in recognition of distinguished service to the Association, and have all privileges of an Active Member.

Resolution 4 (Special Resolution) – Electronic Communications of Notices to Members

- Add Bylaw 1.1(d) “registered electronic address” of a member means the member’s electronic address as recorded in the register of members
- Delete Bylaw 12.1 and renumber Bylaws 12.2 to 12.4 as 12.4 to 12.6 respectively
- Add the following Bylaws:
 - 12.1 A notice may be given to a member, either by personally delivering it, by mailing it to him or her at his or her registered address, or by electronically communicating it to him or her at his or her registered electronic address.
 - 12.2 Any notice to be given will be sufficiently given if delivered personally, if mailed prepaid in any post office in the province of British Columbia, or if electronically communicated by any communication means permitted under the British Columbia Society Act.
 - 12.3 Any notice personally delivered shall be deemed to have been given when delivered and any notice mailed and properly addressed, shall be deemed to have been given on the second business day following the date on which it was so mailed, provided that if mailed, should there be, at the time of mailing or between the time of mailing and the deemed receipt of the notice, a mail strike, slow down or other labour dispute which might affect the delivery of such notice by the mails, then such notice shall be only effective if actually delivered.

Rationale for Resolution 1

To enable two year, overlapping terms for all members of the Board of Directors, to provide greater continuity of administration operations.

Rationale for Resolution 2

- To redefine the duties of the Trustees to Counsellors and expand their number and length of term, as requested by the Board of Directors and Trustees.
- To move the bylaws relating to the Contingency Fund, Endowment Fund, and other investments under the bylaw section for Financial and Accountants and to change ownership from the Trustees to the Board of Directors

Rationale for Resolution 3

To permit members in addition to Active members to be appointed Life Members.

Rationale for Resolution 4

To permit communications of notices to members by electronic communications means and reduce the “deemed to have been given time” for mailed notices from three to two days.