

GABRIOLA SENIOR CITIZENS ASSOCIATION (GSCA)

EXTRAORDINARY GENERAL MEETING – SUNDAY JANUARY 16, 2022, at 11:00am

MINUTES - draft

Chair: Gary Mills

Secretary: Ken Manninen

DIRECTORS IN ATTENDANCE: Wanda Borley, Noni Fidler, Kaamran Hafeez, Kim Kristiansen, Ken Manninen, Gary Mills, Dale Stohn - Total of 7

MEMBERS IN ATTENDANCE: Brendalee Astells, Linda Blokhuisen, Waheeda Byron, Suzanne Christopher, Cathie Compton, Peter Danenhower, Joan Eamer, Phyllis Fafard, Victor Fafard, Jenn Feenan, Diane Green, Barbara Hague, Anne Harrison, Anne Havard, Molly Henney, Egon, Holzwarth, Darla Jamieson, Pat Jordan, Kathleen Kane, Juisa Lazzarotto, Judith Madsen, Karen McCavour, Carol McClelland, Sandra Mejia Posada, Ellen Mills, John Peirce, Nancy Hetherington Peirce, Janis Pullinger, Richard Strachan, Christin Velsen, Annette Warwick, Maureen Worthington - Total of 32

1. **CALL TO ORDER** - Gary Mills called the meeting to order at 11:05

2. **CONFIRMATION OF PROPER NOTICE OF MEETING, ELECTRONIC FORMAT FOR MEETING, AND QUORUM PRESENT** - The chair confirmed first notice of the extraordinary meeting was sent to GSCA members on January 1, 2022 as required by the *Bylaws*. Reminders were sent on January 9th and again on the 15th. As permitted by GSCA *Bylaw* 23.1, the Board determined there was a need for a virtual meeting because of COVID concerns for an in-person meeting. A quorum as defined by *Bylaw* 27.2 requires the participation of a simple majority of directors plus 10 other voting members. The chair confirmed there were 39 members in attendance, including seven directors and 31 voting members, therefore constituting a quorum for the meeting to proceed.

3. **ADOPTION OF ROBERT'S RULES OF ORDER, 12TH EDITION AS THE RULES OF ORDER FOR THE MEETING** - The chair advised that *Bylaw* 25.a requires the adoption of rules of order for general meetings of members.

MOTION: That the rules of order for this meeting are Robert's Rules of Order Newly Revised, 12th Edition (2020) - Moved and seconded (Ken Manninen / Lu Lazzarotto) - **carried**

4. **ADOPTION OF AGENDA** -

MOTION: That the agenda as stated in the Notice of Meeting is approved. Moved and seconded (Diane Green/ Kaamran Hafeez) - **carried**

5. **SPECIAL RESOLUTION TO AMEND THE PURPOSES IN THE GSCA CONSTITUTION** - The chair advised that a *Special Resolution* is a decision that requires a high majority of yes votes to be approved. All changes to the *Constitution* and *Bylaws* require *Special Resolutions*. For the GSCA, a *Special Resolution* requires at least 75% of yes votes by members voting at an *Extraordinary Meeting of Members*.

The chair invited the parliamentarian for the meeting, Nancy Hetherington Peirce to moderate a questions, answers and discussion session about the proposed changes to the purposes and the rationale for the changes as provided by the *Board*. This was conducted in advance of consideration of the *Special Resolution*. The following were questions asked by participants.

Q. What are the disadvantages of becoming a registered charity?

A. This will require more meticulous tracking of finances and annual reporting to the Canada Revenue Agency though GSCA requires annual reporting at the Annual General Meeting of members already. A new financial system implemented by the Treasurer will make tracking easier. The GSCA will not be able to undertake activities that are totally different than those covered under the new purposes.

Q. Can you give a high level summary for adopting the *Special Resolution*?

A. When it was noted in the fall of 2020 that GSCA revenues were dropping because of COVID restrictions with no end in sight to restrictions, the Board undertook to explore the possibility of GSCA qualifying as a registered charity to help cushion the 'bleeding'. An application to become a registered charity was made to

CRA in January 2021. In October of 2021, the CRA advised that based on the application that the GSCA activities qualify but that the purposes in the constitution were too vague and would have to be changed. The Board consulted with members who supported becoming a registered charity but directed the Board to engage CRA to add 'seniors' to the new purposes proposed by CRA. The CRA agreed with the addition resulting in this Extraordinary Meeting of Members to execute that change. If approved, the Board would then proceed to complete the application for Registered Charity status.

The chair then asked for a motion to consider the *Special Resolution*:

MOTION: Be it resolved that the current purposes of the Gabriola Senior Citizens Association be replaced by :

- 1. To provide a public amenity with a focus on seniors by establishing, administering, and maintaining a multi-use recreational facility in the community of Gabriola, and**
- 2. To undertake activities ancillary and incidental to the above-mentioned charitable purpose.**

Moved and seconded (Anne Harrison / Kathleen Kane) - **carried- 35 members eligible to vote, voted in favour on the resolution. No attendees voted against the resolution.**

6. ADJOURNMENT - The chair thanked everyone for their attendance and adjourned the meeting at 11:35.