

CAPITAL REGION MUNICIPAL AMALGAMATION SOCIETY

ANNUAL GENERAL MEETING

OAK BAY BRANCH, GREATER VICTORIA LIBRARY,
1442 MONTEREY AVENUE, VICTORIA BC

10:15 AM, JUNE 24, 2017

- 1) CALL TO ORDER. The President (Tony Heemskerk) called the meeting to order at 10:18 am.
- 2) CONFIRMATION OF QUORUM. Having been advised that 17 members had registered at the meeting, the President declared that a quorum was present. The Society Bylaws stipulate that a quorum is 10 registered members or more. Members present introduced themselves.
- 3) APPROVAL OF AGENDA.
MOTION: That the agenda be approved as circulated. Moved by Earle Anthony, seconded by Sandie Menzies. Carried unanimously.
- 4) TREASURER'S REPORT. The Treasurer (Sandie Menzies) tabled a financial statement for the Society from April 1, 2016 to March 31, 2017. The total income during that period was \$420.00 and the total expenditures were \$475.69 The Society bank balance on March 31, 2017 was \$625.96. She noted that although revenue had just about covered expenses for the year, with municipal elections due in 2018, additional income would be needed over the next year. Stan Bartlett of the 'Grumpy Taxpayer\$' questioned the cost of liability insurance from Christie-Phoenix. He pointed out that more favourable rates could be obtained through the group insurance plan of Volunteer Canada and that membership of that organization offered other benefits as well. The Treasurer agreed to look into this.
MOTION: That the Treasurer's Report be accepted. Moved by Sandie Menzies, seconded by Shellie Gudgeon. Carried unanimously.
- 5) BOARD REPORT. The President spoke mainly on the Capital Integrated Services & Governance Initiative commissioned a year ago by the Honourable Peter Fassbender as a much-delayed response to the results of the ballot questions in the 2014 municipal elections. He noted that the consultants had been instructed to report on integrated services and governance in the Capital Region but that the topic of amalgamation had been studiously avoided in their terms of reference. There had been little opportunity for input from the public except through an on-line survey on PlaceSpeak and the usual media interviews, presentations and letters to the Editor. Although the report was originally due in November 2016, it had been

withheld by the Minister until after the provincial election. An application for its release had been made under Freedom of Information and it had been expected it would become available in early July; but with an impending change in government this was now unclear. He was hopeful good things would come out of the Saanich governance review to which substantial contributions had been made by Directors Karen Harper and Jim Anderson. He also commented on various issues that had arisen over the past year in newspaper reports and other media – the absence of Victoria from the Caucus of Big City Mayors, the continuing lack of regional planning, the rejection of the CRD's Regional Transportation Plan by some municipalities. Finally, the President urged the Society to continue applying pressure to the new provincial government and to prepare for the 2018 municipal elections with a view to persuading all municipalities to place a direct and common question on their ballots regarding an amalgamation study.

- 6) **QUESTION PERIOD.** The President invited questions and comments from those in attendance. Stuart Chalmers, a former resident of Calgary, asked why there wasn't a more determined effort to secure an amalgamation of police and fire protective services. This led to a lengthy discussion on how the merger of Victoria and Esquimalt police departments (ordered by the Provincial Government) was originally intended to be a precursor to a full amalgamation of police services in the region but was halted when other local mayors voiced their objections. Colin Nielsen pointed out that municipalities policed by the RCMP have lower costs because of Federal subsidy; John Vickers commented that Halifax has an amalgamated police force but retains the RCMP in its rural areas; Stan Bartlett mentioned the Committee of Greater Victoria Police Chiefs; Shellie Gudgeon remarked that Esquimalt residents seem happy with the police services they are receiving from VicPD and that the Victoria/Esquimalt police amalgamation could serve as a template for the rest of the region. On another topic, Jim Anderson reminded the meeting that renewal of infrastructure was a significant emerging issue and that Saanich was already implementing a study of this important matter. Finally, Stan Bartlett congratulated the Society on its media profile over the past year. The President responded by saying that the Society's strategy for the coming year would be discussed at a special meeting of the Board in July. **MOTION:** That the report from the Board be accepted. Moved by Karen Harper, seconded by John Vickers. Carried unanimously.
- 7) **APPROVAL OF NEW CONSTITUTION AND BYLAWS.** Earle Anthony explained that recent changes to Provincial Legislation (The Society Act) made it necessary to shift some sections of the Society's existing Constitution to its Bylaws. In addition, it was proposed to amend the Bylaws to add the Past President to the Executive Committee. The new Constitution and Bylaws are attached as an Appendix. **MOTION:** That the changes to the Constitution and Bylaws be accepted. Moved by Earle Anthony, seconded by Karen Harper. Carried unanimously.

- 8) REPORT OF THE NOMINATING COMMITTEE. On behalf of the Nominating Committee, Earle Anthony presented its report. He noted that six members of the existing Board still had one year to serve. However, the Nominating Committee was recommending that the titles of two of these Board Members be changed.

MOTION: Pursuant to Article VI Section 5 of the Bylaws and with the consent of the Board Members involved, that following the AGM in June, Colin Nielson will assume the position of Vice President and John Vickers will become a Board Member at Large and will retain his role as Media Spokesperson for the Board. Moved by Earle Anthony and Seconded by Sandie Menzies. Carried unanimously.

- 9) ELECTION OF THE BOARD. It was noted that the following Board Members were entering the second year of their two-year terms: Colin Nielson (Vice President), Earle Anthony (Secretary), plus Lesley Ewing, Karen Harper, John Vickers and John Weaver (Members at Large).

To fill the vacant positions on the Board, Earle Anthony presented the following recommendations of the Nominating Committee:

- a) President (two-year term). Nominee: Shellie Gudgeon. Confirmed by acclamation.
- b) Board Treasurer (two-year term). Nominee: Sandie Menzies. Confirmed by acclamation.
- c) Four Board Members at Large (two-year terms). Nominees: James Anderson, Marg Gardiner, James Legh, and John Olson. Confirmed by acclamation.

- 10) ELECTION OF THE NOMINATING COMMITTEE. It was noted that one two-year position and two one-year positions were vacant on the Nominating Committee. Earle Anthony presented the following recommendations of the Nominating Committee:

- a) Two-Year Position. Nominee: Tony Heemskerk. Confirmed by acclamation.
- b) First One-Year Position. Nominee: Peter Spurr. Confirmed by acclamation.
- c) Second One-Year Position. No recommended nominee.
There were two nominations from the floor – Stuart Chalmers and Jim Rae. It was agreed by general consensus that Stuart Chalmers would fill the vacant one-year position and that Jim Rae would act as an alternate should a vacancy arise on the Nominating Committee.

- 11) NEW BUSINESS. Earle Anthony moved a vote of thanks to the outgoing President, Tony Heemskerk, for his outstanding leadership and wisdom as

President over slightly more than two eventful years. Seconded by Jim Anderson and warmly endorsed by those present with a loud round of applause.

A refreshment break was taken at this point. The meeting reconvened at 11:30 am for the presentation by the guest speakers.

- 12) GUEST SPEAKERS. Colin Nielsen introduced the two guests, Maeve Maguire, a North Cowichan councillor, and Mona Kaiser, a member of the Duncan-North Cowichan Citizens' Assembly, who had been invited to speak on the process leading to a recommendation that the City of Duncan and the Municipality of North Cowichan amalgamate.

The speakers began by describing the geography of the area – Duncan, the smallest city in Canada by area and with a population of only 5000, is surrounded by a much larger North Cowichan, population 30,000. Even part of what is commonly regarded as the core city is actually located in North Cowichan. After referendums in both municipalities had supported an amalgamation study, a Citizens' Assembly was created to examine the issue. The Assembly, which was balanced by age, gender, background, ethnicity etc., was seen as an essential part of the process. It operated quite independently, with local councils having minimal input. The Chair of the Assembly was an external 'Citizen Engagement Expert', Peter MacLeod from MASS LBP in Toronto, whose leadership and guidance was considered very beneficial. During its deliberations, the Assembly was briefed on previous "successful" and "unsuccessful" amalgamations in BC and elsewhere in Canada. The Assembly's final report, available online at <https://www.dnc-cama.ca/>, recommended in favour of amalgamation, but the speakers emphasized that its decision is only advisory; it has to be ratified by both councils, receive majority support in a public referendum and the consent of the Provincial Government. There are plenty of opportunities for amalgamation to be halted along the way!

There followed a lively discussion. It was recognized that the situation in the Capital Region is very different from Duncan/North Cowichan. The guest from the Assembly was asked on what evidence were previous amalgamations deemed unsuccessful. Her response suggested they were simply told they were by government representatives.

Shellie Gudgeon thanked the guest speakers for taking the time to come to Victoria and for their stimulating talk. She presented them with gift certificates as a token of the Society's gratitude, followed by applause from the floor.

- 13) ADJOURNMENT. A motion to adjourn was moved by Earle Anthony and seconded by Shellie Gudgeon. Carried unanimously. The Chair adjourned the meeting at 12:15 pm.

APPENDIX

FORM 3

SOCIETY ACT

CONSTITUTION

1. The name of the society is: **Capital Region Municipal Amalgamation Society**
 2. The Purpose of the Society is to achieve more effective and accountable governance within the capital region through municipal amalgamation.
 3. This society is a member-funded society. It is funded primarily by its members to carry on activities for the benefit of its members. On its liquidation or dissolution, this society may distribute its money and other property to its members.
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BYLAWS

ARTICLE I - Interpretation

Section 1

In these bylaws, unless the context otherwise requires,

- a) "Board" refers to the Board of the Capital Region Municipal Amalgamation Society, elected in accordance with these bylaws;
- b) "capital region" is the combined area of the following local government agencies; District of Central Saanich, City of Colwood, Township of Esquimalt, District of Highlands, City of Langford, District of Metchosin, District of North Saanich, District of Oak Bay, District of Saanich, Town of Sidney, District of Sooke, City of Victoria, and Town of View Royal.
- c) "Society" means the "Capital Region Municipal Amalgamation Society";
- d) "Societies Act" means the Societies Act of British Columbia from time to time in force and all amendments to it; and
- e) "Special Resolutions" require a majority vote at a General Meeting of not less than 2/3 of the votes cast to pass.

Section 2

The definitions in the Societies Act on the date on which these bylaws become effective apply to these bylaws.

Section 3

Words implying the singular number shall include the plural number and vice versa.

Section 4

The Constitution may be amended by a Special Resolution passed by a 2/3 majority at a General Meeting as set out in the Definitions section of the Societies Act (SBC 2015) c.18.

Section 5

Wherever reference is made to an article or section it shall be deemed to extend and apply to any subsequent amendment to that article or section.

ARTICLE II – Membership

Section 1

The registered members of the Society are all persons who are members at the time this Bylaw becomes effective plus those persons who become new members in accordance with Section 2 and minus those persons who cease to be members in accordance with Section 5.

Section 2

Any person who: (1) agrees to abide by the Constitution and Bylaws of the Society, (2) is an advocate of amalgamation of the existing municipalities in the capital region, and (3) who makes a financial contribution of at least ten dollars, may apply to be a registered member of the Society.

Section 3

A registered member may exercise rights of voice and vote at General Meetings as soon the Secretary confirms that he/she has met the requirements of Section 2.

Section 4

A registered member shall have access to the minutes of all subsequent Board Meetings, and shall be eligible to be a member of the Board or any committee of the Society.

Section 5

Membership may end through resignation, death, or expulsion by the Board for failure to abide by the Bylaws.

Section 6

In matters relating to discipline or expulsion, the Board may exercise disciplinary authority, following procedures that meet the requirements of natural justice and fundamental fairness.

ARTICLE III - General Meetings

Section 1

The Annual General Meeting shall be held annually during the month of June, at a time and place fixed by the Board.

Section 2

The Annual Board Report, Agenda, Financial Report and the Report of the Nominating Committee shall be made available by the Secretary to registered members fourteen days before the Annual General Meeting. At the Annual General Meeting all aspects of the Society operations are open for discussion and resolution. Matters requiring a Special Resolution must be dealt with in a manner consistent with Section 7.

Section 3

Every General Meeting, other than the Annual General Meeting, is an extraordinary general meeting.

Section 4

An extraordinary general meeting may be called at the discretion of the Board or shall be called on the written request to the Secretary of 10% or more of members in good standing. At an extraordinary meeting, motions may be made only on matters identified in the distributed proposed agenda.

Section 5

At least fourteen days Notice of the time; place, and proposed agenda of an extraordinary general meeting shall be made available by the Secretary to all registered members. However, the failure of a registered member to become aware of the extraordinary general meeting does not invalidate proceedings at the meeting.

Section 6

A quorum for the transaction of business at a General Meeting shall be 10 registered members in personal attendance or five percent of all registered members, whichever is greater.

Section 7

Special Resolutions must be included with the Notice of the General Meeting made available to registered members fourteen days before the meeting.

Section 8

General Meetings shall be chaired either by the Board President, Board Vice-President or a registered member appointed by one of them.

Section 9

All General Meetings shall be conducted in a manner consistent with Roberts Rules of Order.

Section 10

Draft minutes of all General Meetings shall be made available by the Secretary to all registered members within two weeks of the meeting.

ARTICLE IV - Board Members

Section 1

The Board shall consist of up to 13 registered members elected at a General Meeting. The elected Board Members shall include a President, a Vice President, a Secretary and a Treasurer. The past president who will serve for one year as a member of the executive after the expiry of (his/her) term as president

Section 2

The Board Members shall hold office from the commencement of the first Board meeting following the election to the Board at the General Meeting until termination pursuant to Section 4.

Section 3

The Board Members shall be elected for a two-year term. At the first Annual General Meeting, half of the Board Members are elected to a one-year term, the remainder to a two-year term.

Section 4

A Board Member's term of office shall terminate upon 1) completion of their elected term, 2) resignation, 3) unless excused by the Board, absence from three consecutive Board meetings, or 4) termination of membership.

Section 5

In the event of a vacancy on the Board, except in the positions of President, the Board may select any registered member as a successor to serve until the next Annual General Meeting. If the position of the President becomes vacant, a successor shall be elected at a General Meeting.

Section 6

A Board Member shall receive no remuneration for the performance of his/her duties, but may be reimbursed for expenses reasonably incurred while engaged in affairs of the Society.

ARTICLE V - Meetings of the Board

Section 1

A meeting of the Board may be called at any time by the President, or any three members of the Board. Notice of the time and place of the meeting shall be communicated to all members of the Board.

Section 2

One half of the elected Board Members shall constitute a quorum for the transaction of business.

Section 3

All Board meetings are open to the registered members of the Society.

ARTICLE VI - Powers and Duties of Board Members

Section 1

The Board may exercise all of the powers and do all the acts and things that the members may exercise and do at a General Meeting, except as provided in these Bylaws and the Society Act.

Section 2

To manage the affairs of the Society, the Board may hire such staff, establish such plans and policies, create such committees and sign such contracts as it deems necessary and appropriate.

Section 3

The President shall be responsible for the general management and supervision of affairs and operation of the Society. The President is an ex-officio member, with a vote, of all committees except the Nominating Committee. At any time, the President may delegate any of his/her responsibilities to another elected member of the Board.

Section 4

In the absence of the President, the Vice-President shall temporarily assume the duties of the President.

Section 5

The Secretary shall be responsible for keeping an accurate record of the minutes of the Board and General Meetings and perform such other duties as may be prescribed by the Board. The Secretary is responsible for making the minutes available to registered members. The Secretary shall keep an accurate record of all registered members of the Society.

Section 6

The Treasurer shall be responsible for keeping full and accurate account of all financial receipts and disbursements of the Society. The Treasurer shall submit a financial statement to the Annual General Meeting and to the Board quarterly.

Section 7

The Board does not have the authority to borrow money.

Section 8

The Board may discipline or expel a registered member for failure to abide by the Constitution and Bylaws.

ARTICLE VII - Nominating Committee

Section 1

The Committee shall consist of three registered members elected for two-year terms at the Annual General Meeting. In even numbered years, one member shall be elected and in odd numbered years, two members shall be elected. No member shall be eligible for more than two consecutive elected terms.

Section 2

At each Annual General Meeting, the Nominating Committee shall present nominees from the membership for Board Members and vacant positions on the Nominating Committee

Section 3

If a vacancy occurs on the Committee, the Board, on recommendation of the Nominating Committee, shall appoint a registered member for the remainder of that term.

ARTICLE VIII - Signing Officers

Section 1

Signing officers for any bank account operated by, or about to be operated by the Society, shall be any two of the following: President, Treasurer, and three other elected Board members appointed by the Board.

ARTICLE IX - Finances

Section 1

The Treasurer is the custodian of all the financial records of the Society. These financial records shall be retained for at least the length of time specified in the Canadian Income Tax Legislation. The Treasurer shall oversee the destruction of old financial records in a manner that preserves their confidentiality.

Section 2

The financial records of the Society may be inspected by any registered member by making an appointment to do so with the Treasurer.

ARTICLE X - Alteration of Bylaws

Section 1

These bylaws may not be changed except by a Special Resolution passed at a General Meeting.

ARTICLE XI – MISCELLANEOUS

Section 1

The Society shall operate without the purpose of financial gain for its members. Any donations to the Society shall be used for promoting the above Purpose. **Section 2**

The Society shall not contribute funds to any political party or to any candidate in any Municipal, Provincial, or Federal election.

Section 3

In the event the members of the Society vote for dissolution at a meeting duly called for that purpose, all of Society's assets, after payment of all liabilities, shall be distributed to members or to a charitable organization as designated by motion of the Board.