



## **Notice of Annual General Meeting (per Court Order effective February 2, 2021)**

**Date: April 3, 2021**  
**Time: 2:00 p.m. (PDT)**  
**Place: Virtual Meeting held on Zoom e-platform**  
**Voting: To be held on Simply Voting e-platform**

Dear Member:

This year, for the first time ever, the Burns Bog Conservation Society will hold an electronic "virtual" Annual General Meeting, due to the ongoing COVID-19 pandemic. The AGM will take place this coming Saturday, April 3, 2021, at 2:00 p.m. PDT.

You are receiving this Notice of AGM because you are registered as a Member in good standing of the Society. Following are the AGM Agenda, supplementary materials, and the adopted Rules of Order for the meeting, together with participation instructions. Invitations for attendance and voting at the AGM will be sent to you separately, in advance of the AGM.

To participate in this AGM, you must have access to the internet in order to access the Zoom and Simply Voting electronic meeting and voting platforms.

**Registration:** A link to the Zoom platform will be sent in advance to your e-mail address on the Thursday prior to the meeting (April 1). A separate e-mail will then be sent to all eligible voters on the day of the meeting (April 3). Please note that all Members must sign into the Zoom and Simply Voting platforms **at least 15 minutes in advance (by 1:45 p.m.)** so that Member credentialing and testing of systems can occur.

Thank you kindly for your ongoing support of the Burns Bog Conservation Society. We look forward to seeing you in attendance at our virtual AGM on Saturday, April 3!

Warm regards,

Nikolai Karpun  
Acting Manager

## **AGM Agenda**

1. Call to Order
2. Adoption of Rules of Order
3. Approval of agenda
4. Minutes of the Annual General Meeting held on May 23, 2019
5. Report of the Board
6. Financial Statements and Auditor's Report
7. Appointment of the Auditor
8. Election of Directors
  - Number of positions for election - 11 in total: 4 officer positions (President, Vice-President, Secretary, Treasurer) and up to 7 directors-at-large
  - Details of the nomination process and election process are attached
9. Business arising from financial statements; auditor's reports; Report of the Board
10. Special resolutions – None
11. Members' proposals – None
12. Adjournment of the meeting

## **AGM Materials**

1. Rules of Order (Separate Document)
2. Minutes of the Annual General Meeting held on May 23, 2019 (Separate Document)
3. Financial Statements for the period of January 1, 2019 to December 31, 2019 (Separate Document)
4. Auditor's Report for 2019 dated March 16, 2021 (Separate Document)
5. Qualifications for position on the Board (Attached to this Notice)
6. Description of nomination and election process (Attached to this Notice)
7. Nomination form (Attached to this Notice)

## Attachment No. 5 - Qualifications for Position on the Board

- A member in good standing or authorized representative of a member in good standing as per Bylaw 6.3(2).
- Candidate qualifications as per Bylaw 6.3(4)
  - Qualified as a director pursuant to section 44 of the Societies Act (excerpt from the Act provided below),
  - 18 years of age or older,
  - A member of the Society for not fewer than **90** days, and
  - Consent to the nomination in writing or in person.

### The Societies Act, S.B.C. 2015, c. 18

#### Persons qualified to be directors

**44** (1) A person is qualified to be a director of a society only if the person is an individual who is at least 18 years of age.

(2) Despite subsection (1), an individual who is 16 or 17 years of age is qualified to be a director of a society if provided for in the regulations.

(3) Despite subsections (1) and (2), an individual is not qualified to be a director of a society if the individual is

(a) found by any court, in Canada or elsewhere, to be incapable of managing the individual's own affairs,

(b) an undischarged bankrupt, or

(c) convicted in or out of British Columbia of an offence in connection with the promotion, formation or management of a corporation or unincorporated entity, or of an offence involving fraud, unless

(i) the court orders otherwise,

(ii) 5 years have elapsed since the last to occur of

(A) the expiration of the period set for suspension of the passing of sentence without a sentence having been passed,

(B) the imposition of a fine,

(C) the conclusion of the term of any imprisonment, and

(D) the conclusion of the term of any probation imposed, or

(iii) a pardon was granted or issued, or a record suspension was ordered, under the *Criminal Records Act* (Canada) and the pardon or record suspension, as the case may be, has not been revoked or ceased to have effect.

## Attachment No. 6 – Description of Nomination and Election Process

### Nomination Process

In order to be nominated for a position on the Board, a person must meet the qualifications set out in the Society's bylaws and those contained in the Societies Act. (The details of the qualifications can be found in Attachment No. 5.)

Nominations for the positions will be "from the floor" when it is time for the elections during the Annual General Meeting. So, anyone wishing to run for a position on the Board can be nominated at that point in the meeting.

However, to facilitate the election process, those who wish to run for a particular position, they may complete a nomination form and submit it to Mr. Nikolai Karpun, Acting Manager of the Society, via email (**nikolai@burnsbog.org**) in advance of the Annual General Meeting by **12:00 noon on Thursday, April 1, 2021**. Those who complete the form are also entitled to provide a statement of up to 200 words, outlining why they would like to serve on the Board. All Nominees' candidate statements will be emailed to Society members for their review on Thursday afternoon, April 1.

Upon receipt of the nomination form, the Society will confirm that the Nominee meets the qualification requirements. If necessary, the Society will contact the Nominee to ask additional questions to confirm qualification requirements.

The nomination form is included in Attachment No. 7 of this package.

### Election Process

Elections for the different positions on the Board will be conducted as follows:

- President – one (1) person to be elected
- Vice-President – one (1) person to be elected
- Secretary – one (1) person to be elected
- Treasurer – one (1) person to be elected
- Directors – up to seven (7) persons to be elected.

The membership will vote on the positions in the order as listed above.

At the appropriate time during the meeting, the Chair will call for nominations from the floor.

- The Chair will read out the qualifications for a position on the Board. The Chair will indicate that the person being nominated (the Nominee) must meet these qualifications.
- The Chair will indicate that the Chair is accepting nominations for a particular position.
  - If the Society has received any nominations as of the deadline, the Chair will read out the names of the Nominees and will ask them individually whether the person still consents to the nomination.
  - The Chair will then ask if there are any further nominations.
- A person wishing to nominate someone (the Nominator) will raise their hand or otherwise notify the Chair of their intention to nominate a candidate (“the Nominee”).
  - The Chair will recognize the Nominator.
  - The Chair will call upon the Nominator who will state “I nominate (Name of the person to be nominated) for (name the position.)”
- The Chair will ask the Nominee (a) whether the Nominee meets the qualifications for serving on the Board; and (b) whether the Nominee consents to being nominated.
  - If the Nominee states that the Nominee meets the qualifications and consents to the nomination, then the staff will check to confirm that the person has been a member for at least 90 days. If the Nominee has been a member of at least 90 days, then the staff will inform the Chair of that fact and the Chair will declare that person as nominated for the position.
  - If the Nominee states that the Nominee does not meet the qualifications OR that the person does not consent to the nomination, the Chair will indicate to the attendees that the person cannot run for the position.
- The Chair will ask if there are any further nominations. If there are additional nominations made, then the Chair will proceed in the same fashion for each person nominated.
- The Chair will ask again if there are any further nominations. If no-one replies, the Chair will ask two more times if there any further nominations. If no additional names are put forward, then the Chair will close the nominations for the position.

After the nominations are closed, the election will proceed as follows.

- If the number of Nominees equals the number of positions to be elected, then those Nominees will be declared elected to the position. (For example, only one person is nominated for Treasurer. When the nominations are closed, that person will be declared elected as Treasurer.)
- If there more Nominees than the number of positions to be elected, then the membership will proceed to the polls. (For example, if 6 people have been nominated for 5 director positions.)
  - The Chair will repeat all of the names of the Nominees in alphabetical order by their surname.
- Nominees will be given 90 seconds to make a statement to the membership about their nomination.
  - The Nominees will be called in alphabetical order by their surname.
  - Nominees will be muted after 90 seconds.
- After each of the Nominees has spoken, the Chair will open the for voting on the position to be elected.
  - Those who are not eligible to vote will not have access to the polls.
  - Members will have 2 minutes to select the person of their choosing.
  - There will be an announcement when there are 30 seconds left before the polls close.
- After the two minutes has elapsed, the polls will be closed.
  - The results will be tabulated by the voting system and the results will be announced.
- The Nominee who has received the most votes will be declared elected to the position. As for the Director positions, the top seven (7) candidates who have received the most votes will be declared elected.

Important things to note:

- Only members who in good standing and who are attending the Annual General Meeting will be eligible to vote via the voting system.
  - All other observers will not have access to the voting system.
- No proxy voting is permitted.
- One person is required to act as Nominator.
- A Nominator may nominate up to the number of positions available. (For example, a Nominator may only nominate 1 name for President but may nominate up to 7 names for Directors.)
- The elections for the officer positions will be held separately and in the order that they are listed above.
  - A Nominee who was unsuccessful in securing one position may be nominated for another position on the Board. For example, a Nominee who was not elected as President may be nominated for the position of Vice President and so on.
  - The Nominee who was not elected for a particular position must be nominated for the new position again when the nominations for that new position are opened to the membership. The Nominee will NOT automatically be included in any other nominations.
  - However, since the confirmation of the Nominee's qualifications has been completed the first time that the Nominee is nominated, that confirmation will endure for any other positions for which the Nominee is nominated. The Nominee will only then be asked if the Nominee consents to being nominated for the position in question.
- The election for all seven (7) Director positions will be held at the same time.
- All Nominees will be entitled to speak to the membership, even if they have provided the 200-word statement in advance.

**Attachment No. 7 – Candidate Nomination Form**

Date: \_\_\_\_\_

Name of the Nominee: \_\_\_\_\_

Position for which Nominee is nominated: \_\_\_\_\_

Name of the Nominator: \_\_\_\_\_

Phone number of the Nominator: \_\_\_\_\_

Email address of the Nominator: \_\_\_\_\_

Declaration of eligibility:

I declare that I meet the following requirements and am eligible to be nominated for a position on the Board:

1. A member in good standing;
2. 18 years of age or older;
3. A member of the Society at least 90 days;
4. Not disqualified under section 44 of the Act (not deemed by the courts to be incapable of managing own affairs, not an undischarged bankrupt; not convicted of an offence regarding the promotion, formation, or management of a corporation or unincorporate entity or an offence involving fraud);
5. Consents in writing or in person to being nominated.

Signature: \_\_\_\_\_

Declaration of consent:

I consent to the nomination for the position of \_\_\_\_\_.

Signature: \_\_\_\_\_

You may include a 200-word statement will which provided to the membership in advance of the Annual General Meeting.