



BURNS BOG CONSERVATION SOCIETY

Notice of Annual General Meeting

Date: Tuesday, June 29, 2021
Time: 7:00 p.m. PDT
Place: Virtual Meeting held on Zoom platform
Voting: To be held on Simply Voting platform

To participate, the Member 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 the email address of record for the Member on the Thursday before the meeting. A separate email will be sent to Members who are eligible to vote to that same email address on the day of the meeting. All Members must sign into Zoom and Simply Voting **at least 15 minutes in advance** so that credentialing and testing of systems can take place.

Agenda

1. Call to Order
2. Adoption of Rules of Order
3. Approval of Agenda
4. Minutes of the Annual General Meeting held on April 3, 2021
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 and auditor's report
10. Report of the Board of Directors (2021 term)
11. Special resolutions – Three (Special Resolutions A, B, and C, attached)
12. Members' proposals – None
13. Adjournment of the meeting

AGM Materials

1. AGM Rules of Order (Separate Document)
2. Minutes of the Annual General Meeting held on April 3, 2021 (Separate Document)
3. Financial Statements for the period of January 1, 2020 to December 31, 2020 (Separate Document)
4. Auditor's Report for 2020 (June 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)
8. Special Resolutions A, B, and C (Attached to this Notice)

Attachment No. 5 - Qualifications for Election to the Board

A candidate for election to the Board of Directors of the Burns Bog Conservation Society must be:

- A member in good standing, per Bylaw 6.3(2);
- Candidate qualifications per Bylaw 6.3(5):
 - Qualified as a director pursuant to section 44 of the *Societies Act* (the relevant excerpt from the Act is provided below);
 - 18 years of age or older; and
 - Consents 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 election to the Board, a person must meet the qualifications set out in the Society's bylaws and those contained in the *Societies Act*. (Details of qualifications are found above 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. 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 Director position may complete a nomination form and submit it to Evelyn Wedley, Interim General Manager of the Burns Bog Conservation Society, via email (info@burnsbog.org) in advance of the Annual General Meeting by **12:00 noon on Friday, June 25, 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 Friday afternoon, June 25.

Upon receipt of the nomination form, Society staff 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; and
- Directors-at-Large – up to seven (7) persons to be elected.

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

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

- The Chair will read the qualifications for election to 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 further nominations presented, 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 nomination period has 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.
- If there are more Nominees than the number of positions to be elected, then the membership will proceed to the polls. (For example, if 8 people have been nominated for 7 Director positions.)
- The Chair will repeat all of the names of the Nominees in alphabetical order by their surname.

- Nominees will be given two (2) minutes 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 two minutes.
- 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 two (2) minutes to select the candidate of their choosing.
 - There will be an announcement when there are 30 seconds remaining before the polls close.
- After the two-minute period has elapsed, the polls will be closed.
 - The results will be tabulated by the Simply Voting system and the results will be announced by the Chair.
- For the Director positions, the top seven (7) candidates who have received the most votes will be declared elected.

Important points to note:

- Only members who in good standing and who are attending the Annual General Meeting will be eligible to vote via the Simply 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 nominate up to 7 candidates for Director.)
- The election of 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 their 200-word statement in advance.

**Attachment No. 7 – Candidate Nomination Form
Burns Bog Conservation Society 2021 AGM**

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 election to the Board of Directors of the Burns Bog Conservation Society:

1. A member in good standing;
2. 18 years of age or older;
3. Not disqualified under section 44 of the *Societies 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 unincorporated entity or an offence involving fraud);
4. Consents in writing or in person to being nominated.

Signature (TYPED): _____

Declaration of consent:

I consent to the nomination for the position of _____.

Signature (TYPED): _____

Note: You may include a candidate statement of up to 200 words (maximum), which will be circulated to the Society's membership by email, in advance of the 2021 AGM. Please email this completed form, and candidate statement, to info@burnsbog.org no later than 12:00 noon, Friday, June 25, 2021. Thank you!