



ANNUAL GENERAL MEETING MINUTES

Friday, May 29th, 2015

7:00 PM to 8:30 PM

Sandman Signature Langley Hotel

8828 201 Street, Langley, BC

1. CALL TO ORDER: John Noonan and Bruce Denis called the meeting to order.

#	Last Name	First Name	City	Affiliation	Voting Privileges
1	WOOLLES	Richard	N. Vancouver	Cycling BC (Staff)	YES (Abstaining)
2	DENIS	Bruce	Burnaby	Burnaby Velodrome Club	YES (Board President)
3	RUDERT	Klaus	N. Vancouver	Independent	YES (Board Finance)
4	ABERCROMBIE	Tim	Vancouver	Todd's Cycling Club	YES (Board Road VP)
5	BECKSTEAD	Patrick	Vancouver	Mighty Riders Cycling	YES (Board Mtn VP)
6	BONIFACE	Brett	Surrey	Independent	YES (Board Fondo VP)
7	KEABLE	Thierry	Whistler	Fulgas Cycle Club	YES (Board CX VP)
8	MANSELL	Jeannette	Richmond	Action BMX	YES (Board BMX VP)
9	MARTINDALE	Graeme	Vancouver	Independent	YES (Board Para VP)
10	REDDY	Gord	Ft Langley	PVTG/Burnaby Velo	YES (Board Track VP)
11	CHADDOCK	Ben	Whistler	Independent	YES
12	DAVIDSON	Sarah	Vancouver	Independent	YES
13	HARDIE	Diana	Vancouver	Independent	YES (Abstaining)
14	KROEKER	Vanessa	Vancouver	Independent	YES
15	MOWAT	Tara	N. Vancouver	Independent	YES
16	AUXIER	Ben	Vancouver	Independent	YES
17	AUXIER	Jenny	Vancouver	Burnaby Velodrome Club	YES
18	BONIN	Claire	Vancouver	Independent	YES
19	CAMPBELL	Marc	Langley	Burnaby Velodrome Club	YES
20	CONNERY	Cyndy	Langley	Fraser Valley Rd Cycling	YES
21	DAERINDINGER	Michael	Vancouver	Glottman Simpson C.Club	YES 2 votes (club pres)
22	DAVIDSON	Jeff	Langley	Fraser Valley Rd Cycling	YES
23	ERNSTING	Mark	N. Vancouver	H&R Block Pro Cycling	YES
24	GRANT	Meghan	Delta	Burnaby Velodrome Club	YES
25	HOSSACK	Étienne	Delta	Independent	YES
26	HOTCHKISS	Stephanie	Surrey	Action BMX	YES
27	JENSEN	Georg	Abbotsford	n/a	YES

#	Last Name	First Name	City	Affiliation	Voting Privileges
28	MANSELL	Brian	Richmond	Action BMX	YES
29	MATSON	Alex	Langley	Glotman Simpson Cycling	YES
30	MATSON	Ted	Langley	Glotman Simpson Cycling	YES
31	ROOTHAM	Adam	Surrey	Fraser Valley Rd Cycling	YES
32	TOLKAMP	John	Vancouver	Cycling Canada Cyclisme & Todd's Racing	YES & CCC President
33	WATT	Kevin	Maple Ridge	Independent	YES
QUORUM FOR THIS AGM WAS 1% of 3,221 potential voting members (or 33). QUORUM ATTAINED WITH 33 voting members and 1 club president present = 34 possible votes.					

2. INTRODUCTIONS & APPROVAL OF A.G.M. RULES: proposed by John Noonan

Bruce Denis thanked everyone for coming, and introduced the board of directors. He introduced Parliamentarian John Noonan and explained his presence at AGM. John Noonan provided an introduction of himself as a professional meeting consultant hired to run society meetings. He quoted his credentials and asked if anyone objected to him running the meeting. All approved. He explained the meeting rules as posted to our website, and given out in AGM package.

MOTION #1: to approve John Noonan's A.G.M. Rules as presented by Bruce Denis.

1st . Brian Mansell

Any Discussion? No

All in Favour? Yes

Any Opposed? No

Motion in the Affirmative. **A.G.M. Rules Approved as Tabled.**

MOTION #2: to approve 2015 Annual General Meeting Agenda as presented.

1st Stephanie Hotchkiss

Any Discussion? No

All in Favour? No

Any Opposed? Yes (1)

Motion in the Affirmative. **2015 Annual General Meeting Agenda Approved as Tabled.**

MOTION #3: to approve 2014 Annual General Meeting Minutes as presented.

1st Bruce Denis

Any Discussion? No

All in Favour? Yes

Any Opposed? No

Motion in the Affirmative. **2014 Annual General Meeting Minutes Approved as Tabled.** These minutes are now the official record of the meeting.

3. READING OF THE DIRECTOR'S REPORTS (as per the ANNUAL REPORT in the AGM package)

SUMMARY OF THE PRESIDENT'S REPORT: read by Bruce Denis

Bruce Denis announced his departure. He brought up some concerns which have been raised about the administrative side of Cycling BC, and social media. He asked the audience to be patient as the organization continues to grow. He noted that member numbers and funds are growing and stated that expectations are expected to be met. He thanked the members of the board for their work.

Any Discussion? No

Action? No

President's Report filed as presented.

SUMMARY OF THE EXECUTIVE DIRECTOR'S REPORT: read by Richard Wooles

Richard Wooles thanked members of the board. He noted that his priorities includes dividends in the next 5 years, and making the organization stable. He noted changes in the past 2 years, and the increased stability compared to 9 years ago. He thanked directors for upholding transparency in the organization. He thanked everyone for coming to the AGM.

Any Discussion? No.

No Action? No

Executive Director's Report filed as presented.

VICE PRESIDENT OF FINANCIAL OVERSIGHT'S REPORT: read by Klaus Rudert

NOTE: John Noonan stated that the Audited Financial Statements for the year ended December 31st are approved by the Board of Directors. Klaus Rudert confirmed that they were approved May 29th, 2015.

Klaus Rudert stated that Cycling BC has come a long way, since struggling in 2013. He said that the organization got rid of the short term debt, and announced that auditors have called Cycling BC a viable business. He credited Richard Wooles' restructuring for this. He noted some degree of normalcy this year, things being done better. He gave more transparency as an example of this, specifically that all board members were aware of the financials. He thanked Richard Wooles for his hard work.

Any Discussion? No

No Action? No

Vice President Financial Oversight's Report filed as presented.

THE OTHER DIRECTORS'S REPORT: filed as presented in the A.G.M. package

Any Discussion? No

No Action? No

Directors's Reports filed as presented.

MOTION#4: that the firm of D&H Group LLP be appointed as auditors for Cycling BC and that the Board of Directors be authorized to fix the remuneration for these services.

1st Klaus Rudert

Any Discussion?

Tim Abercrombie: Is there a maximum number of years we can appoint the same auditors?

John Noonan: That is a question for the board

All in Favour? Yes

Any Opposed? No

Motion in the Affirmative. **D&H Group LLP to audit Cycling BC's Year Ended December 31, 2015.**

MOTION#5: to adopt 2016 Fee Schedule as presented in the AGM package.

1st Klaus Rudert

Any Discussion?

Claire Bonin: Any significant changes?

As there are very few commissaires with technical license, is there any consideration of a reduced fee for senior commissaires who haven't had a license in a number of years?

Diana Hardie: Commissaires who haven't had a license in the last 3 years, get the NEW MEMBER discount of 50% off the full price of \$70, would pay \$35.

All in Favour? Yes

Any Opposed? No

Motion in the Affirmative. **2016 Fee Schedule Adopted as Tabled.**

4. GENERAL QUESTIONS FROM THE FLOOR FOR THE BOARD OF DIRECTORS:

Etienne Hossack: The fondo cup thing, are fondos considered race licenses? Legality around it?

Brett Boniface: We've come to accept that fondos are a part of the sport. One of the things we're looking at is creating a fondo cup, hasn't been successful as of yet. One of the things being done is we'd like to create a Cycling for All committee

5. SPECIAL RESOLUTION TO AMEND THE 2012 BY-LAWS:

Tim Abercrombie presented an introduction to amend the present by-laws. He also noted some opposition to last year's proposed By-laws. He summarized the changes to the By-laws as follows:

- all members will be counted as individuals, and all will have votes
- significant board structure changes
- committees for all disciplines
- voting annually on directors
- separation of directors and chairs of the committees
- membership-driven discipline policy, managed through committees

Any Discussion?

Brian Mansell: If children have licenses, can parents vote on their behalf?

John Noonan: Individuals can only vote as themselves, and not on their child's behalf.

Claire Bonin: Can you please elaborate on the **Committees**? How will each be created and operate?

Tim Abercrombie: The Committees are not part of the by-laws; the intent of the Committees is that the Directors would be in contact with the members to define the Terms of Reference for each Committee.

Claire Bonin: With the new by-laws will there be **voting by electronic means**?

Tim Abercrombie: We hope to do electronic voting; we are still evaluation a couple of online solutions.

Richard Wooles: We have done one Test Run with no issues, but we are still testing the system.

Tim Abercrombie: We will probably have some things which will be voted on in advance, and some that you will have to show up for at the Annual General Meeting. Issues such as critical things like By-Laws and Director's Positions could be voted upon in advance of the A.G.M.

All in Favour? Yes

Any Opposed? No

Motion in the Affirmative. **The 2015 By-laws are adopted as presented in the AGM Package.**

6. ANNUAL ELECTIONS – 4 of the 9 Director's Board Positions are up for election in 2015:

Patrick Beckstead announced the changes to the board structure, whereby once the new by-laws are accepted by BC Registry Services, then the Board Positions as denoted by Cycling discipline will no longer be valid, and Directors will be responsible for a particular strategic goal: Youth Development, Event Development, Membership Development, and Commissaire / Coach Development.

This year the following positions end their 2 year term, but we thank them for their service.

President	Bruce Denis
VP Para-cycling	Graeme Martindale

The following positions are up for Election for a 2 year term of office 2015-2017:

President	Bret Boniface would like to run for office, this time as President
VP Cycling for All	<i>No names were nominated pre-AGM</i>
VP Mountain Bike	Patrick Beckstead would like to run for this position again
VP Track	Gord Reddy would like to run for this position again
VP Para-cycling	<i>No names were nominated pre-AGM</i>

NOTE: VP denotes Vice President

Election - President:

Accepting nominations from the floor: no new nominations made.

No other persons stepped forward, so **BRETT BONIFACE is the new President by acclamation.**

Election – VP Cycling for All:

Accepting nominations from the floor: Meghan Grant from Burnaby Velodrome Club nominated herself. Please note that no names were put forth prior to the AGM.

No other persons stepped forward, so **MEGHAN GRANT is the new VP Cycling for All by acclamation.**

Elections - VP Para-cycling:

Accepting nominations from the floor: **Marc Campbell** from Burnaby Velodrome Club & Prospera Gran Fondo enthusiast nominated himself. Since the position of VP Paracycling is open, Patrick Beckstead decides to run for that position.

No other persons stepped forward, so **MARC CAMPBELL is the new VP Mountain Bike by acclamation.**

Elections – VP Track:

Accepting nominations from the floor: no new nominations made.

No other persons stepped forward, so **GORD REDDY is the VP Track by acclamation.**

Elections - VP Para-cycling:

Accepting nominations from the floor: Brian Mansell nominated Stephanie Hotchkiss from Action BMX and Patrick Beckstead from Might Cycling nominated himself. Both gave a brief synopsis of their qualifications. John Tolkamp and Jenny Auxier were appointed as scrutineers and Richard Wooles oversaw the counting of the ballots; 29 ballots cast: Patrick Beckstead 13 votes & Stephanie Hotchkiss 16 votes, so **STEPHANIE HOTCHKISS is elected as VP Para-cycling.**

MOTION to destroy the 2015 ballots.

Any Discussion? No

All in Favour? Yes

Any Opposed? No

MOTION to adjourn; AGM adjourned.