



1000-1 (Secretary)

15 Jun 12

Dist List

ADMINISTRATIVE COUNCIL MEETING 1/12
HELD VIA TELECONFERENCE 2000 HRS 14 JUN 12

In Attendance:

X	LCol S. Deschamps	X	Lt(N) J. Hillsden		Maj M. Keetch
	Maj R. Thompson		Capt L. Davies	X	Capt M. Stroet
X	LCdr R. DesJardins		Capt L. Devine	X	Maj D. Davies
X	Capt M. Adams	X	Capt T. Toms		Capt B. Harker
	Lt(N) C. Earl	X	Lt H. Mulder	X	Maj L. Hildebrandt
X	Capt C. Shewchuk	X	Capt J. Hollis		

INTRODUCTORY REMARKS

1. Meeting called to order by LCol Deschamps at 2006 hrs.
2. LCol Deschamps welcomed members of the Council able to attend the teleconference and thanked them for attending.
3. LCol Deschamps explained that Maj Fortino and LCdr Chidlow have both resigned from Council and, although in attendance on the teleconference, LCdr DesJardins will be limiting his involvement with Council for personal reasons. Capt Devine has been appointed to Council.
4. Without an official quorum requirement for Council established, LCol Deschamps declared a quorum of Council with 9 members participating in the teleconference (Maj Hildebrandt and Lt Mulder joined later in the teleconference).
5. LCol Deschamps then asked if anyone had issues accessing the Council's Facebook page where a majority of discussion has been conducted to date. No issues were raised.

OLD BUSINESS

6. Finalization of Constitution

- a. LCol Deschamps introduced the draft constitution created by the working committee of Capt Adams, Maj Fortino and Lt Mulder with input from other members of Council. Revision 0 was as an English translation of the CIC Officers Circle constitution with some amendments and we are presently on revision 4. One goal for tonight's meeting is to discuss the constitution, make final amendments and vote on ratification.
- b. Capt Adams started by explaining that the constitution in its present form is significantly different than that of the CIC Officers Circle and parts of the document have been borrowed from similar professional associations in BC. One of the goals of the working committee was to leave the constitution open enough so as to not handcuff Council in their ability to manage the organization. He then began going through the constitution, explaining certain points and asking for discussion or questions on others.
- c. LCol Deschamps asked for clarification on para 4e regarding the BAC. Capt Adams explained that although LCol Deschamps is presently both the Chair of the BAC and President of the CIC BA BC, this will not always be the case and so one of the mandates of the Association should be to pass on recommendations to the BAC that are outside of the Association's control.
- d. Capt Toms asked for clarification on para 4d as to what constitutes "CIC officers serving the cadet movement in BC." There was some discussion around this and agreed to leave the item less specific so that Council was free to interpret in the future.
- e. Maj Hildebrandt joined the teleconference at 2023 hrs.
- f. Capt Adams explained para 8 regarding Associate Membership, which was recently amended to be more specific in who was permitted to join since previous versions of the constitution basically allowed anyone to join. Capt Hollis asked for discussion around whether members of the Leagues should in fact be able to be Associate Members of the Association. Capt Adams explained that the provision was put in since the Leagues allows CIC officers to be involved in League activities, so it was felt this should be reciprocal. Capt Hollis pointed out that although allowed to participate in League activities as guests, CIC Officers are not permitted to become members of the Leagues. Maj Davies and LCol Deschamps

both indicated that in view of the partnership between the DND and League as well as League members' experience which might benefit the Association, the provision should stay in. No motion was made to amend.

- g. LCol Deschamps asked for discussion on para 10b regarding Associate Members not having the right to hold Council positions. He suggested that perhaps one Associate Member should be a representative on Council. After some discussion, it was agreed that, in lieu of the Association's mandate to promote the standing of serving CIC officers in BC, only Ordinary Members should be allowed to hold Council positions. No motion was made to amend.
- h. Lt Mulder joined the teleconference at 2034 hrs.
- i. Capt Hollis asked for discussion around Honourary Membership and whether there should be a time frame associated with this given their right to vote and potentially high numbers in the future. LCol Deschamps suggested that this could be in the form of defined terms of office. Capt Adams suggested Honourary Membership could be limited to a certain number at any given time. Lt Mulder suggested that Honourary Members be given a single vote to represent all of them. LCdr DesJardins made a suggestion to follow the Wardroom's Constitution regarding Honourary Members. It was moved and seconded that the final sentence of para 11 be amended to read "Honourary members are appointed by a unanimous vote of Council and serve a term of three (3) years renewable indefinitely by Council." 11 IN FAVOUR, 0 OPPOSED. CARRIED UNANIMOUSLY.
- j. Capt Adams discussed para 15 regarding changes to annual dues. It was moved and seconded that the two thirds vote be replaced by a majority vote. 11 IN FAVOUR, 0 OPPOSED. CARRIED UNANIMOUSLY.
- k. LCol Deschamps asked for discussion on para 23 regarding quorum requirement for Council which is set at 50% +1 in the constitution. With a Council of up to 16 members, this would require 9 members in order for quorum to be met. This was deemed acceptable by the Council and no motion was put forward to make amendment.
- l. LCol Deschamps asked for discussion on the clarity of para 29 regarding Council members not being paid for services rendered. It was decided that the spirit of the paragraph was that Council duties are voluntary but if a Council member is performing other work for the Association that would have otherwise been paid

for, the Council member can be paid as well. Council members can also be reimbursed for legitimate costs incurred in the performance of their duties. It was moved and seconded that para 29 be amended to read “Council members are volunteers and shall not be paid a salary for any services related to their Council duties.” 11 IN FAVOUR, 0 OPPOSED. CARRIED UNANIMOUSLY.

- m. Lt(N) Hillsden asked about para 33 regarding date of the AGM. Capt Adams explained this was originally set at NLT 120 days after the end of the fiscal year, but since the most practical time of the year for the AGM is not yet known, it would be best to leave this to Council discretion. It was moved and seconded that para 33 be amended to read “An Annual General Meeting (AGM) shall be held annually at a time determined by Council, but not more than twelve (12) months since the previous AGM.” 11 IN FAVOUR, 0 OPPOSED. CARRIED UNANIMOUSLY.
- n. Capt Hollis asked about para 32d(1) regarding the use of the RCSU(Pac) Unit Fund. He explained this fund might be difficult to access due the personnel having signing authority in the account not necessarily being members of Council. It was moved and seconded that para 32d(1) be amended to read “hold and account for a petty cash fund of no more than \$500, with all other funds to be held in a trust account of the Association.” 11 IN FAVOUR, 0 OPPOSED. CARRIED UNANIMOUSLY.
- o. Maj Davies exited the teleconference at 2129 hrs.
- p. LCol Deschamps asked for discussion around para 35 regarding the ability of only 20 Ordinary Members of the Association to call an SGM. He suggested that if there are hypothetically 500 Ordinary Members in the Association, 20 members seems low to call an SGM and instead suggested that this be 20% of Ordinary Members. Capt Adams then pointed out that this would probably make it impossible for the membership to call an SGM since it would require 100 Ordinary Members to sign a petition in the same example. Capt Adams also reminded the Council that although 20 Ordinary Members could call an SGM, all members would be invited to attend and only valid resolutions could be put to vote at such a meeting. There was then concern that the 20 members who called the meeting did not need to indicate the purpose of the meeting. It was moved and seconded that the first sentence of para 34 be amended to read “Association members shall be notified in writing or email no later than thirty (30) clear days before an AGM or SGM and shall be provided with the proposed agenda.” 10 IN FAVOUR, 0 OPPOSED. CARRIED UNANIMOUSLY.

- q. LCol Deschamps asked for discussion around para 36 regarding quorum for an AGM or SGM, indicating 40 Ordinary Members might be low given total membership numbers. Capt Adams explained that since these meetings needed to be held in-person, any more members than this would make it difficult to hold an AGM and that there is a provision for proxy votes to ensure representation of the membership. No motion was made to amend.
- r. LCol Deschamps asked for discussion around para 48 regarding financial authority and suggested that the \$2,500 limit on Council spending was too low to properly allow Council to manage the Association. LCdr DesJardins agreed and cited problems he experienced in other associations with low council spending limits. It was moved and seconded that para 48 be amended to read “The Council has the authority to authorize individual expenditures up to \$5,000, excluding taxes. Expenditures exceeding \$5,000, excluding taxes, must be put to a vote at an Annual General Meeting, Special General Meeting, or electronic vote, whichever is most likely to maximize voting member participation, and be approved by majority of eligible members who cast votes.” 9 IN FAVOUR, 1 OPPOSED. CARRIED.
- s. With no further discussion on the remainder of the draft constitution, it was moved by Lt Mulder and seconded by LCdr DesJardins that Council ratify the Association’s constitution so that it be ready for presentation to the potential membership. 10 IN FAVOUR, 0 OPPOSED. CARRIED UNANIMOUSLY.
- t. LCol Deschamps congratulated Council on this milestone. He explained how it was important to produce the best document possible not only for the CIC BA BC, but also because it will be used as a template by other regions in setting up their own associations. He expressed the Council’s gratitude to Capt Adams, Lt Mulder and Maj Fortino for their work on the constitution over the last year.

NEW BUSINESS

- 7. LCol Deschamps discussed the appointment of signing officers for the Association’s trust account. As discussed on the Council’s Facebook page, it was suggested that the signing officers be LCol Deschamps, Maj Hildebrant and Capt Hollis. LCdr DesJardins suggested we have another signing officer in the Lower Mainland since two are required to issue cheques. It was agreed this was not necessary right now and would be revisited in the future. It was moved by Capt Shewchuk and seconded by Lt(N) Hillsden that LCol

Deschamps, Maj Hildebrandt and Capt Hollis be appointed signing officers for the Association's trust account. 10 IN FAVOUR, 0 OPPOSED. CARRIED UNANIMOUSLY.

8. As per discussion and polls on the Association's Facebook page, it was moved by LCol Deschamps and seconded by Capt Hollis that initial membership dues for the Association at CA\$20 per year. 10 IN FAVOUR, 0 OPPOSED. CARRIED UNANIMOUSLY.

CLOSING REMARKS

9. LCol Deschamps again thanked all council members for attending the teleconference with particular note to Lt(N) Hillsden who as a retired officer is no longer able to serve as a Council member as of ratification of the constitution. Maj Keetch will also no longer be able to serve as a Council member for the same reason.
10. LCol Deschamps explained the next step for the Association will be to present the finalized constitution to the potential membership and set up the Association's trust account.

ADJOURNMENT

11. LCol Deschamps adjourned the meeting at 2211 hrs. Next meeting will be held as required.

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S. Deschamps
LCol
President
778-786-2256

M. Adams
Capt
Secretary
604-209-1838

Dist List

Action

Council (by e-mail)

Info

CIC Branch Advisor (by e-mail)