

## MINUTES OF ANNUAL GENERAL MEETING – 2017

### B.C. RANDONNEURS CYCLE CLUB

**Held:** Sunday, October 15, 2017 at the Delta Town & Country Inn, Delta, B.C.

**Executive Members Attending:** Étienne Hossack, Jacques Bilinski, Chris Cullum, Will Danicek, Colin Fingler, Stephen Hinde, David King, John Oswald, Nigel Press, Peter Stary

**Regrets:** Jody Caddick, Cheryl Lynch, Darren Maclachlan, Jeff Mudrakoff

**Quorum:** the quorum (26) for the meeting was met, determined by a count and the signed attendance register (39).

**Called to Order:** The meeting was called to order by Etienne Hossack at 1:11 pm.

1. **Approval of Agenda:** it was moved/seconded by Andy Reimer/Stephen Hinde and approved that the meeting Agenda be accepted as prepared.
2. **Approval of Minutes of Previous Meeting:** it was moved/seconded by Manfred Kuchenmuller/Nigel Press and approved that the minutes of the October 2, 2016 AGM be accepted as prepared.
3. **President's Report** – Etienne Hossack
  - Would characterize 2017 as a moderately successful year
  - Big thanks to all the volunteers, many of whom are in the room today
  - Notable events of 2017 included the unique Peace to Parliament week-long brevet series of connected events across the province, due largely to the efforts of Ron Stewart & Stephen Hinde
  - And also the well-organized Populaires (NewYearsDayPop, VicPop, PacPop, CowPop & CanPop). Thanks to organizers Mike Croy, Roxanne Stedman, Will Danicek, Dave Macmurchie. and Andy Reimer.
  - One interesting event was Etienne's own LM "Leg Destroyer 200" – the name speaks for itself.
  - Particular thanks to Eric Fergusson for his on-going support for the existing Web site – a new one is on the way!
  - Concerns and therefore suggested action items for 2018 include:
    - Dwindling ridership
    - 2017 had the lowest # of super Randonneurs in 13 years
    - The club has minimal social media presence
    - Too many volunteer repeats - burnout concerns
    - Male-dominated gender balance
    - Scattered or missing process documentation, especially around key roles
    - A fully-supported 2018 VanIsle 1200 is looking unlikely at this point
  - Goals for 2018 include:
    - Exploring publicity ideas
    - Completing the 2018 Ride Calendar early
    - Making our club business processes sustainable
  - Talk to Etienne if you have any thoughts that would help the club!
4. **Treasurer's Report** – Jacques Bilinski
  - Financial Statements, prepared by Darren Maclachlan ending Sept 2016, have been posted to the web site. This one year lag is consistent with the club's usual reporting practice.
  - The net assets of the club grew by about \$10k from 2015 to 2016 - the Harold Bridge estate donation and the Rocky 1200 event surplus being the largest contributors to the gain.
  - As usual, the two LM Populaires (PacPop and CanPop) are, by far, the largest sources of club annual revenue.
  - The largest recurring annual expense is pins (\$13,744)
  - Noted that we do not require each brevet to at least 'break even' on event fees alone. Typically, the well-attended 200 events are net gainers, and many of the other events are net losers, but this is expected and covered by the other revenue of the club.

- All in all, the club is in sound financial shape
  - Manfred K. noted that the simple difference of the line items 'Populaire Revenue' (\$24,074) less 'Populaire Expenses' (\$6521), did not represent the net gain of the Populaire events, since the 'Pins' expense line item (\$13,744) included a substantial portion of pins purchased for the populaires. Will D. and Jacques confirmed this was correct, though they did not have at hand the breakdown of the cost of the Populaire pins.
  - Other discussion (Ron H. & Eric F.) noted that historically much of the Populaire attendance/revenue was quite dependent on the weather on the event day, however recent efforts to encourage pre-registration has mitigated this effect.
  - John O. noted that the long-standing (at least 10 years) mileage reimbursement rate of \$0.30/km was tabled for the new Executive to review in 2018.
  - Jacques reminded brevet organizers to fill out their event financial summary report. Ron S. noted that the link to the sample Ride Organizers Report form is to a PDF document – it would be helpful if there was also an Excel version available <Post-meeting note: this was added in Oct 2017>
- 5. Approval of the 2016 Financial Statements:** it was moved/seconded by Peter Stary/Gary Baker and approved that the Financial Statements for the year ending 30 September 2016 be accepted as prepared.

## **6. Regional Route Coordinator Reports**

### **Southern Interior** – Etienne Hossack for Bob Goodison (via Email)

It has been another challenging season in the Interior. It started well with an average turnout for the spring 200 km, with several new riders, and things looked promising for the rest of the season. Mother Nature had other plans, and steady rain led to road washouts and closures, leaving us scrambling to come up with an alternative, flood-resistant 300 route. Uncertainty about the weather, and the hilly nature of the replacement route kept some riders away, and this, combined with a couple of DNF's meant that those riders were not ready for the 400. The 400 km Interlakes route also had concerns about possible closures due to flooding, but the road remained intact and the weather held for the two riders who started and finished. Road closures due to washouts the day before the 600 forced a last minute change in the 600 route from the planned Monashee route to a repeat of the Valemount ride. Since it had just been run the previous year, only the organizer rode this event. Weather continued to cause problems for the fall Mica Dam 300, as a hot, dry summer and smoke from fires left some riders feeling they weren't up to the ride, and then the only day of rain since June dumped on riders all day on the day of the event.

I'm optimistic about the 2018 season. Our spring 200 will be an updated and improved version of the "Hardly A Ramble II" route with a Penticton start, last used for the 2014 fall 200. We will try once again to use the Spences Bridge 300, Interlakes 400, and Monashee 600 for our spring series. In the fall, there will be a choice of two 1000 km rides- the tried and true Loopy Interior, and a more adventurous south-bound route organized by Will Danicek. There will also be a fall 200, with a route that has yet to be determined. See you on the road.

### **Vancouver Island** – Mark Ford

2017 was a good year on the Island. We ran a full Spring and Summer brevet series, several additional 200k's, a 1000k, and three Populaires – New Years Day (4), Victoria (200) and Cowichan (82). The Spring 200 route turned out to be quite hillier than advertised with a constant drizzle. The spring 300 brought some serious rain.

Roxanne Stedman's Victoria Populaire introduced at new route which was very well-received. In spite of lots of advertising effort however, the rider count did not increase over 2016.

VI also hosted the final leg of the P to P 200, which included an event wrap-up dinner at the finish, beside the Legislature.

This year's Eureka 1000 k was undertaken and completed by one rider – Ken Bonner.

Lorraine Nygaard's Fall Islander 200 was a fantastic way to finish off the summer. The ride attracted over 20 riders, about half from the LM, and featured six different kinds of pies! The end of the 2017 will see two new 200 events - Nov 11(Victoria) and Dec 3 (Qualicum).

There has been much discussion over the 2018 VI 1200. In spite of Steve M.'s excellent set of organizer notes and offer to mentor, no organizer(s) has yet stepped forward. In order to commit to this event, an event leader should probably be declared by the end of October.

This year we have tried to ensure that the Island routes avoid a descent of the Malahat Highway northwards into Victoria. Many riders had expressed concerns about limited clearance from traffic, especially since recent additions of the concrete centre medium, combined with the existing rumble-strips. This effort has resulted in more frequent use of the Sooke Rd. approach to Victoria from the West – which has some of its own issues. As you know, routing VI brevets can be challenging! Thanks to all the Vancouver Island volunteers this year, and especially so to the Hindes – Stephen and Carol.

**Lower Mainland** – Nigel Press

Business as usual with an interesting mix of brevets in 2018 – some of which included a small element of gravel roads. Only the 24 Jun 1000 had no riders – likely a side effect of the P to P.

Ridership was down from previous years – smoke was definitely an issue deterring riders later in the summer. It was nice to see a few new faces at some of the fall rides.

Reminder that with 2019 the next PBP year, that rides in 2018 can qualify riders for early registration. This is important in the likely case that a quota will be used again for 2019.

We are actively recruiting organizers for the 2018 brevets – let us know if you are interested!

**Peace Region** – no report

## 7. Election of the 2018 Executive Committee

The Election Officer, Gary Baker presented the nominations for the 2018 Election Committee. He then called three times for nominations for each of the officer positions, and also for Members at Large. As there were no other Candidates, voting was by acclamation and all nominated candidates were elected.

The 2017/2018 Executive Committee is:

President -	Etienne Hossack
Vice-President -	John Oswald
Treasurer -	Jacques Bilinski
Secretary -	Anna Bonga

Members at Large:

Chris Cullum	Cheryl Lynch
Will Danicek	Jeff Mudrakoff
Colin Fingler	Gary Sparks
Mark Ford	Peter Stary
Stephen Hinde	Maciej Szarecki
Dave King	

Gary then thanked outgoing committee members, Jodi Caddick, Darren Maclachlan, and Nigel Press. And he noted that there are many other opportunities to volunteer beyond the executive.

## 8. Other Business

**New BC Societies Act** – Colin Fingler

Colin gave out a handout re: Impacts of the BC New Societies Act (attached)

The new societies act requires that all societies in BC must transition to the new Act by 28 November 2018. This involves electronic filing of our constitution and bylaws as separate documents.

It is also advised to revise the bylaws as part of this transition, to be consistent with the provisions of the new act.

Recommendation to the new Executive.

1. Establish a small Bylaw review committee to review the Transition resource materials, and at or before the 2018 AGM, submit changes for member approval to the current bylaws which:
  - a. are consistent with the new BC Societies Act,
  - b. endeavor to improve the operating efficiency of the Club,
  - c. support the existing vision of the Club,
  - d. and include a recommendation as to whether or not or Club should be designated as a 'Member-Funded' society under the new Act.
2. Complete the Electronic Transition application by uploading the separate Constitution, the amended and approved Bylaws.

Gary B. suggested that a Special General Meeting in the spring would be a good target for bylaw approval. Colin agreed, noting that an SGM could be held along with the LM Spring Social in March. Manfred K. noted that we should monitor and be prepared to renew 2018 memberships if necessary at or before the Spring Social in order to have a sufficient quorum.

## **9. Close of Business Meeting**

Motion to adjourn by Peter Stary, seconded by Bob Koen and carried.

The AGM was adjourned at 2:05 pm.

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## Impacts of the BC New Societies Act

– Colin Fingler 15 October 2017 **BCR AGM Handout**

BC's new **Societies Act** came into law on **28 Nov 2016**.

Replaces the old 1979 BC Society Act – most of our bylaws are derived from this old Act. Some of these bylaws are now in 'tension' with the new Act.

### Relevant Changes:

- Electronic Filings. Accessible constitution. 'Evergreen' set of current bylaws
- Records. There is greater access to a society's records
- Bylaws. No unalterable provisions; clause-specific voting threshold allowed
- New 'Member-Funded Society' designation
  - o more relaxed reporting requirements
  - o asset disposal option to Members upon dissolution
  - o may affect tax-exempt status & future public-funding ability
- Meetings.
  - o Greater flexibility in conducting members' meetings
  - o Minimum voting threshold for a special resolution lowered to 2/3
  - o Members now have the right to bring a "member's proposal"
  - o Meeting notice requirements, including **special resolution**
- Financial. Borrowing, remuneration, and assistance requirements
- Directors. Age, remuneration and conflict qualifications

Each of the 27,000 Non-Profit Societies in BC, including ours, has until **28 Nov 2018** to '**Transition**' to the new Act, by filing an electronic Transition Application.

### Or Else:

If the transition is not completed by the deadline, **the society will be dissolved**. This means that the corporation will no longer exist. If your corporate status is dissolved, you are no longer a legal entity.

So, how do we transition? Many helpful online guides - [www.societiesact.ca](http://www.societiesact.ca)

3. 'Onboard' to the new BC Government Electronic Filing - done
4. Request a copy of the current filed (paper) Constitution & Amendments - done
5. Revise our Constitution to a separate *single document* consisting of nothing more than our society's existing name and purpose – to do.
6. Create a separate *single document* consisting of our society's existing Bylaws, identifying any original unalterable provisions as '*previously unalterable*'. – to do.

These changes alone do not require member approval, and we could file our transition application with these new documents, having only these changes.

However, any existing bylaw of your society that is inconsistent with the new Act has no effect – i.e. you can't trust your bylaws, so "conducting a review of your society's bylaws is highly recommended to harmonize them with the new Act. It also presents an opportunity to make positive organizational change."<sup>1</sup>

Also, until a society completes its transition, it is prevented from making any substantive interim alterations to its constitution or bylaw, **but you can make bylaw alterations as part of the transition**.

<sup>1</sup> People's Law School is a non-profit society in British Columbia, dedicated to making the law accessible to everyone. We provide free education and information to help people effectively deal with the legal problems of daily life.

Such changes require member approval of a special resolution at a General Meeting. I recommend to the new executive:

7. Establish a small Bylaw review committee to review the Transition resource materials, and at or before the 2018 AGM, changes for member approval to the current bylaws which:
  - a. are consistent with the new BC Societies Act,
  - b. endeavor to improve the operating efficiency of the Club,
  - c. support the existing vision of the Club,
  - d. and include a recommendation as to whether or not or Club should be designated as a 'Member-Funded' society under the new Act.
  
8. Complete the Electronic Transition application by uploading the separate Constitution, the amended and approved Bylaws.

I suggest that the Spring Social in March represents a good opportunity to schedule a General Meeting to approve the Bylaws.

Questions, Comments, Concerns?

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### **Awards and Presentations**

#### **2017 1000 km Brevet**

BC 1000 km pins were awarded by Michel Richard and Etienne to:

Ken Bonner  
Will Danicek  
Bob Koen  
Jeff Mudrakoff

#### **2017 Peace to Parliament**

The 2017 Peace to Parliament event, held in June, was a Super Randonneur Series of brevets through the four regions of the BCRCC in one week. Ron Stewart awarded pins to these 16 Series Finishers:

Deirdre Arscott	Dave King
Eric Fergusson	Philip Lennox
Colin Fingler	Jeff Mudrakoff
Graham Fishlock	Daniel Simpson
Bob Goodison	Peter Stary
Mike Hagen	Michael Tilitzky
Etienne Hossack	Rick den Braber
Mikael Jansson	Paul van Wersch

#### **Volunteer pins**

Michel Richard awarded pins to the volunteers at the meeting. Pins will be mailed to those who could not attend. In 2017 we had 125 volunteers from a club of 262 active members!