



2024 Annual General Meeting Minutes October 22, 2024

Lucky Bastard Distillers, Saskatoon

Attendance

Honorary Life Members:	Lyle Campbell, Murray Hidlebaugh, Judy MacLeod Campbell, Rob Boulding, Shelley Thoen-Chaykoski
Professional Members:	Chantelle Erdman, Lara Schroeder, Helen Meekins, Dallas Burnett, Jamie McCulloch, Rebecca Newson, Chelsey Exner, Darcy McLeod, Jennifer Burgess, Joni Hagen, Kerry Bailey, Stephanie Cross, Stephanie Cuddington, Tonya McEachern
Associate Members:	Jun Gan, Aileen Martin, Erin Street
Guests:	Josh Davidson, Todd Shafer, Ben Grebinski (meeting parliamentarian), Michael Painchaud, Anne Lucido, Bery De La Rosa Encarnacion, Callie Smith, Harsh Harshdeep, Harshil Nayyar, Henry Nguyen, James Makol, Jan May-Melin, Josh Bacallan, Katherine Elke, Kelly Yang, Lydia Zukewich, Meghan Morin, Minh, Luong, Pratyush Kolathuparamban, Robinpreet Bains, Stephanie Ritchie, Tom Pham, Umang Babbar, Yan Zhang
Staff:	Jordan Wall (Executive Director)



Agenda Item	Discussion/Details	Motion #
Call to Order	Chair Lara Schroeder called meeting to order at 9:18am.	
Welcome and Introductions	Chair Lara Schroeder introduced the 2023-2024 Board of Directors and the Staff.	
Parliamentarian	<i>Motion to approve Ben Grebinski as the meeting parliamentarian.</i> Stephanie Cuddington and Jennifer Burgess Discussion: none Carried	2024-05
Explanation of Motions and Voting Procedures	Chair Lara Schroeder explained the voting process.	
Approval of 2024 Annual General Meeting Agenda	<i>Motion to approve the 2024 AGM agenda as presented.</i> Darcy McLeod and Aileen Martin Discussion: none Carried	2024-06
Approval of 2023 Annual General Meeting Minutes	<i>Motion to approve the 2023 AGM Minutes.</i> Helen Meekins and Dallas Burnett Discussion: none Carried	2024-07
Approval of 2024 Special General Meeting Minutes	<i>Motion to approve the 2024 SGM Minutes.</i> Dallas Burnett and Rebecca Newson Discussion: none Carried	2024-08
Reports	See Annual Report. Chair Lara Schroeder provided a verbal report sharing highlights from 2023-24.	



Review and Approval of the 2023/2024 Audited Financial Statements	Finance Committee Chair Dallas Burnett presented highlights of the 2023/2024 Audited Financial Statements. <i>Motion to accept the 2023/2024 Audited Financial Statements as presented.</i> Dallas Burnett and Joni Hagen Discussion: none Carried	2024-09
Approval of the 2024/2025 Auditor	<i>Motion to appoint Dudley & Company, LLP as the auditor for the 2024/2025 fiscal year.</i> Dallas Burnett and Chelsey Exner Discussion: none Carried	2024-10
Bylaw Amendments	Five Bylaw Amendments were brought forward by the Board of Directors. Proposed bylaw amendments are attached to minutes. <i>Proposed Bylaw Amendment #1 – modification of Article III, Section 4, b)</i> <i>Dallas Burnett and Helen Meekins</i> Discussion: none Carried <i>Proposed Bylaw Amendment #2 – removal of Article V, Section 4, a)</i> <i>Chantelle Erdman and Helen Meekins</i> Discussion: none Carried <i>Proposed Bylaw Amendment #3 – modification of Article V, Section 9</i> <i>Rebecca Newson and Helen Meekins</i> Discussion: none Carried	2024-11 2024-12 2024-13



	Proposed Bylaw Amendment #4a – modification of Article VI, Section 2 Dallas Burnett and Helen Meekins <i>Discussion:</i> A question was raised about potential issues that could arise if the AGM was consistently held close to 15 months after the preceding AGM. The Board Chair clarified that the language is in alignment with the Non-Profit Act and that the Board’s intent is to hold the AGM each year in alignment with the completion of the audited financial statements. Carried	2024-14
	Proposed Bylaw Amendment #4b – addition of Article VII – Financial Statements and Auditor Dallas Burnett and Helen Meekins <i>Discussion:</i> none Carried	2024-15
	Proposed Bylaw Amendment #5a – modification of Article VII, Section 2 (now Article VIII, Section 2) Chantelle Erdman and Helen Meekins <i>Discussion:</i> none Carried	2024-16
	Proposed Bylaw Amendment #5b – modification of Article VII, Section 2 (now Article VIII, Section 2) Rebecca Newson and Helen Meekins <i>Discussion:</i> none Carried	2024-17
	Proposed Bylaw Amendment #5c – modification of Article VII, Section 2 (now Article VIII, Section 2) Rebecca Newson and Helen Meekins <i>Discussion:</i> none Carried	2024-18



Outgoing Directors	Nominations Committee Chair Rebecca Newson updated membership about Board member resignations from the past year (Eric Fisher and Tina Clay). Membership was updated about a new Board application from Jamie McCulloch and the intent of both Rebecca Newson and Chantelle Erdman to serve new 2-year terms.	
Election of Directors	<i>Motion to affirm Chantelle Erdman, Rebecca Newson, and Jamie McCulloch to the Saskatchewan Association of Recreation Professionals Board of Directors effective immediately, for a 2-year term.</i> <i>Rob Boulding and Lyle Campbell</i> <i>Discussion: none</i> <i>Carried</i>	2024-19
Adjournment	<i>Motion to adjourn the 2024 Annual General Meeting at 9:55am.</i> <i>Judy McLeod Campbell</i> <i>Discussion: none</i> <i>Carried</i>	2024-20

A handwritten signature in blue ink that reads 'Lara Schroeder'.

Chair – Lara Schroeder

A handwritten signature in blue ink that reads 'Jordan Wall'.

Executive Director – Jordan Wall



**SASKATCHEWAN ASSOCIATION OF RECREATION PROFESSIONALS
BYLAW AMENDMENT & RESOLUTION FORM
2024 ANNUAL GENERAL MEETING**

Please indicate if this is a Bylaw Amendment or Resolution:

☒ Bylaw Amendment

☐ Resolution

WHEREAS the Board of Directors has been working with an external consultant/facilitator, non-profit lawyer, and parliamentarian to improve the organization's governance and policies and procedures,

AND WHEREAS the Board of Directors wishes to align with the updates to The Non-profit Corporations Act, 2022,

BE IT RESOLVED THAT the following bylaw amendments are proposed to the membership to be passed at the Association's upcoming Annual General Meeting.

MOVED BY S.A.R.P. Board of Directors

SECONDED BY _____

Amendment Number	Existing Article	Proposed Amendment	Rationale
1	Article III, Section 4, b): The Board of Directors may withdraw membership of a member who is in contravention of the Association's Code of Ethics.	Article III, Section 4, b): The Board of Directors may withdraw membership of a member who is in contravention of the Association's Code of Conduct and/or Code of Ethics.	The Board of Directors is implementing a Code of Conduct for all members, directors, officers, committee members, volunteers, staff, and event attendees to maintain. In the event a member is found to be in contravention of the Code of Conduct, in accordance with the Association's formal complaints, discipline, dispute resolution, and appeal policies, it is proposed that the Board of Directors may withdraw membership.
2	Article V, Section 4, a): Any Professional member of the Association in good standing may run for a Director position and must be nominated by a fellow Association member in good standing or by the Nominations Committee.	Article V, Section 4, a): Any Professional member of the Association in good standing may run for a Director position and must be nominated by a fellow Association member in good standing or by the Nominations Committee.	Removed to eliminate reference to the Nominations Committee, as well as allow members to nominate themselves to the Board of Directors.
3	Article V, Section 9: The Board of Directors may establish standing committees or temporary, ad-hoc committees to assist in performing the work of S.A.R.P., and may delegate authority to these committees. Standing Committees of the Association shall include: a) Governance Committee; b) Nominations Committee; c) Finance Committee; and d) Advocacy and Research Committee.	Article V, Section 9: a) The Board of Directors shall appoint annually such committees as regulated by the Non-Profit Act and the Association's funders, and as it deems necessary, for managing the affairs of the Association. b) The Board shall appoint members of these committees or provide for the election of members of these committees. c) The board shall prescribe the duties and terms of reference to these committees, and shall delegate to any of these committees any of its powers, duties, and functions.	The proposed change eliminates references to specific committees and instead allows the Board of Directors to act nimbly to add, remove, or adjust committees as needs are determined. The proposed change specifies how members will be added to committees, where no process was specified previously.

4	Article VI, Section 2: a) The Annual General Meeting will be held within 120 days of the Association's fiscal year end. b) A notice of the Annual General Meeting will be sent to all members at least 30 days prior to the date of the meeting. c) The agenda for the Annual General Meeting shall be arranged by the Board and set forth in the official program for such meeting. Voting shall be by show of official voting paddles, except when requested by at least 3 members, at such time a silent vote will be held. e) The membership shall appoint the auditor at the Annual General Meeting.	Article VI, Section 2: a) The Annual General Meeting will be held not later than 15 months after holding the preceding annual meeting. b) A notice of the Annual General Meeting will be sent to all members not more than 50 days nor less than 15 days before the meeting. c) The agenda for the Annual General Meeting shall be arranged by the Board and set forth in the official program for such meeting. d) Voting shall be by show of official voting paddles, except when requested by at least 3 members, at such time a silent vote will be held. e) The membership shall appoint the auditor at the Annual General Meeting.	The proposed change is to align with updated language outlined in The Non-profit Corporations Act, 2022. The change is outlined in Article 11-2(1)(a) and Article 11-4(1) of the Act. This proposed change moves this statement to the new Article VII.
		Article VII – Financial Statements and Auditor Section 1 – The fiscal year of the Association shall be July 1 to June 30. Section 2 – The Board of Directors shall place before the members at every Annual General Meeting the prescribed financial statements relating to the period that began immediately after the end of the last completed financial year and ending not more than 6 months before the annual meeting, the report of the auditor, if any, and/or the report of the person conducted a review of the financial statements of the corporation. Section 3 – The Board of Directors, or its designate, shall circulate the prescribed financial	This proposed change adds specific language regarding financial statements and the auditor. The proposed change is to align with updated language outlined in The Non-profit Corporations Act, 2022. The change allows S.A.R.P. the ability to have a review of the financial statements of the corporation rather than an audit, should S.A.R.P.'s funders change their requirements to allow reviews. The change is outlined in Article 13-1(1)(a). This proposed addition aligns with the Article 13-1(2) of The Non-profit Corporations Act, 2022.

		statements at least 21 days prior to the Annual General Meeting.	
		Section 4 – The membership shall appoint the auditor at the Annual General Meeting.	This proposed change moves this statement from Article VI, Section 2, e).
5	Article VII, Section 2: A proposed amendment must be submitted in Resolution form to the Chair of the Governance Committee in writing 45 days prior to a General Meeting. The Chair of the Governance Committee must give written acknowledgement of receipt of such proposed amendment within 5 days of its receipt. The Chair of the Governance Committee, in turn, must notify all members of such proposed amendments at least 30 days prior to a General Meeting.	Article VIII, Section 2: a) A proposed amendment must be submitted to the Board of Directors, or its designate, in writing at least 90 days before the anniversary of the previous Annual General Meeting. b) The Board of Directors, or its designate, must give written acknowledgement of receipt of such proposed amendment within 10 days of its receipt. c) The Board of Directors, or its designate, shall notify all members of such proposed amendments at least 21 days prior to a General Meeting.	The proposed change is to align with updated language outlined in The Non-profit Corporations Act, 2022. The change is outlined in Article 14-2(1)(j), Article 14-3(1), Article 11-4(1), Article 11-6(2), Article 11(6)(6)(a), and Article 11(6)(8) of the Act. The proposed change aligns the bylaws with the Act, where proposals must be submitted at least 90 days before the anniversary of the previous annual meeting of members. This change allows the Board to clearly define the submission deadline each year and advertise that date to members well in advance. As well, this change allows the volunteer board and committee members more time to review, seek independent legal advice, and prepare cohesive amendments. The proposed change eliminates references to the Governance Committee, eliminates reference to the Resolution form, which allows S.A.R.P. to update to more member-friendly processes, and adjusts the notice the Board of Directors must give to the membership, in order to align with the notice of the financials.