



MASTERS SWIMMING ONTARIO

Annual General Meeting

by Video Link

Saturday, March 27, 2021
7:00 p.m.

2020 Motions & Voting Procedures

Virtual Meeting Instructions & Voting Procedures

- The meeting will begin on March 27, 2021 at 7:00 p.m. by video link using ZOOM.
- All attendees and voting delegates, must preregister for the meeting using this [<Google Pre-registration Form>](#).
- Voting Delegates must respond to the roll call at the start of the meeting.
- A ZOOM link will be sent only to registered attendees on March 26, 2021, i.e., 1 day prior to the meeting.
- After 40 minutes, the ZOOM meeting will expire. All attendees can use the SAME link to reenter the meeting. This will be repeated as many times as needed.

VOTING

At this AGM meeting we will be voting on two by-law amendments and a number of standard motions. The wording of the motions is found below.

There are 2 ways to vote:

1. (Preferred) Voting Ballots may be submitted no later than **Thursday, March 25th** via the [<Google Pre-registration Form>](#)

OR

2. An Absentee Voting Ballot (attached below) may be **emailed** no later than **SUNDAY, March 21st**, to the MSO Secretary at r_beauprie@mastersswimmingontario.ca.

If necessary, we may also be voting on nominees to elect Directors for the Board. Election Ballots will be as secret as possible given the technology. The election will be conducted during the meeting using the ZOOM Chat function. Delegates will submit their votes by sending a Chat message only to Brigitte Zirger.

Voting Rights:

Only registered/affiliated clubs and unattached members (as a group) have voting rights.

Delegates duly authorized to represent a member club or an unattached member (TOMS) are entitled to vote at the AGM. Delegates must be registered members of MSO.

One delegate may represent all the votes of the person's club, OR where a club has more than one vote, it may spread its votes amongst more than one club delegate.

Notices of Motion – By-Law Amendments

Two by-law amendments are proposed at this time. A comprehensive revision of the by-laws will be needed to bring them into compliance with new provincial Not for Profit legislation when it comes into force.

By-Law Amendment # 1

MOVED by: Chris Cupidio, TOMS / SECONDED by: Michael Sweny, NEP

MOTION:

To modify the wording of bylaw related to Auditor and bring it into line with Ontario Corporations Act and current practices.

PROPOSED BY-LAW

AUDIT / EXTERNAL REVIEW

1. The Delegates shall at each AGM appoint **either** an auditor **or, subject to the requirements of the *Corporations Act*, external accountants to conduct a review engagement of the accounts of the Association**, and to hold office until the next AGM, provided that the Board of Directors may fill any casual vacancy in the office of the auditor **or external accountants**. The remuneration of the auditor **or external accountants** shall be fixed from time to time by the Board of Directors.

CURRENT BY-LAW

AUDITOR

1. The Delegates shall at each AGM appoint an auditor to audit the accounts of the Association and to hold office until the next AGM, provided that the Board of Directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed from time to time by the Board of Directors.

BACKGROUND:

Ontario's *Corporations Act* (§103.1) exempts MSO from an annual audit of accounts. A review of historical minutes shows that for many years, MSO has engaged external accountants rather than auditors to conduct an annual review of its accounts. This level of review is less expensive and is in line with Ontario's *Not for Profit (NFP) Corporations Act* to which MSO will eventually transition.

While a bylaw to appoint or re-appoint a person to conduct a review of the accounts is not required by either the *Corporations Act* or the *NFP Act*, its continued inclusion signals MSO's commitment to proper financial oversight now and into the future. The change to the wording of this bylaw reflects the level of oversight required by the Acts that govern MSO. It also allows for higher oversight, but not lower.

By-Law Amendment # 2

MOVED by: Brigitte Zirger, NEP / SECONDED by: Chris Cupidio

MOTION: To delete the reference to the City of Toronto in the location of the Head Office.

PROPOSED BY-LAW

HEAD OFFICE

1. The Head Office of the Association shall be in the **Province of Ontario**, and at such place therein as the Board of Directors may from time to time by resolution determine.

CURRENT BY-LAW

HEAD OFFICE

1. The Head Office of the Association shall be in the Municipality of Metropolitan Toronto in the Province of Ontario, and at such place therein as the Board of Directors may from time to time by resolution determine.

BACKGROUND:

MSO has no physical head office. The Head Office has been the physical address of the President or the Secretary of the Board. This address is reported to the Province of Ontario through the Notice of Change form following each election. The mailing address of the Association may differ from the Head Office address and the current Post Office Box address is posted on the MSO website.

Election of Directors - Report of the Nomination Committee

The MSO Board consists of nine (9) Directors, each to serve for a term of two (2) years, shall manage the affairs of the Association.

For 2019-2020, eight (8) positions were filled.

Beth Carey, Jake Nesovic, Phil Rogers, Andrea Smith, Michael Sweny, Sue Weir and Brigitte Zirger completed their first year of their two-year term and will continue to serve for 2020-2021.

Rod Beauprie has completed his two (2) year term and has indicated the wish to stand for re-election. He submitted a *Consent to Serve* forms and *Conflict of Interest Declarations*.

One (1) vacant position remains.

Because of the unique circumstances presented by COVID-19, the Notice of AGM and a call for nominations was circulated to all member clubs and all swimmers marked *active* MSO's registration system in either 2019-2020 or 2020-2021. The notice was sent January 12, 2020.

No additional *Nomination / Consent to Serve* forms and *Conflict of Interest Declarations* were received.

Therefore, unless further candidates come forward, Rod Beauprie may be appointed by acclamation. One vacancy would remain.

The Corporation may receive additional nominations for the one vacant position either prior to or at the AGM. The Nomination Committee recommends that additional nominations be considered only if received 14 days prior to the meeting (March 13th) so that they may be included with any Notices of Motion circulated to the membership (reference AGM, bylaw 5 & 10).

Should there continue to be a vacancy following the AGM, it may be filled by appointment by the Directors, until the next AGM (reference Directors bylaw 2 g).

Respectfully submitted

Phil Rogers and Brigitte Zirger
Attachment - Candidate Biographies

Attachment

Candidate Biographies

The following candidate is acclaimed.

Rod Beauprie, Orleans ORCAS

I have been participating in a Masters Swim program for more than twenty years in Belleville Ontario. Beaconsfield Quebec and most recently in Orléans Ontario. I have been President of the Orléans club for the last six years, and will likely remain President until I can convince someone else to take over. I also enjoy Open Water Swimming in organized events such as the *River Keeper* or *Bring on the Bay* as well as informally in Gatineau Park.

Absentee Voting Ballot

Club:			
Name of Voting Delegate:			
	Choose 1 option only		
	In Favour	Opposed	Abstain
Motion 1 That the minutes from the 2019 Annual General Meeting be adopted.			
Motion 2 (See Notices of Motion above) To modify the wording of bylaw related to Auditor and bring it into line with <i>Ontario Corporations Act</i> and current practices.			
Motion 3 (See Notices of Motion above) To delete the reference to the City of Toronto in the location of the Head Office.			
Motion 4 That Schwartz Levitsky Feldman be re-appointed as external Accountants of MSO until the next Annual General Meeting.			
Election of Directors, if needed, using <i>Ballot for the Election of Directors</i>			

Please use the [<Google Pre-registration Form>](#) to cast your vote.
 If you choose to vote by email, your Absentee ballot **must be emailed** no later than **SUNDAY, March 21st**, to R_Beauprie@MastersSwimmingOntario.ca.

Vote Weighting

AGM-SGM section paragraph 6 of the By-laws states:

Delegates are as follows:

- a) For Member Clubs having two (2) or more Members in good standing, a voting right attuned to the democratic philosophy of “representation by population”, as follows:
 - 2-24 members have 1 vote
 - 25-49 members have 2 votes
 - 50-74 members have 3 votes
 - 75+ members have 4 votes
 - unattached swimmers have 1 vote as a group
 - as few as 1 delegate may represent all the vote of the club

Votes by Clubs based on swimmer count as of February 25, 2021

Clubs with 4 Votes (75+ members)	Nepean Masters / B-Train / Oakville (3)
Clubs with 3 Votes (50-74 members)	Team Atomica / Thunder Bay (2)
Clubs with 2 Votes (25-49 members)	Stittsville ViciousFishMasters / London Silver Dolphins / Thornhill Masters / Soo Polar Bears / North Toronto Masters / Alderwood Teddy Bares / Norseman Masters / Kim Lumsdon Swim & Tri / Downtown Swim Club / Owen Sound Aquatic Club / Cornwall Sea Lions Masters / Pickering Masters / TECH / Trillium Y Masters / Ottawa Centre Masters / Mississauga Masters / Kanata Surfers; North York Gators (18)
Clubs with 1 Vote (2-24 members)	Rideau Speedeaus / Kenora Borealis Multiport Club / Clarington / Meech Lake Swimmers / Markham Masters / Arnprior Greyfish / Orleans RecCompAdultSwimmers / Carleton University Masters / Laurentian & TOMS (9+1)
Clubs with 0 Votes	All other clubs (Welland, Brampton, Ancaster) (3)