

ASSOCIATION OF REGISTERED NURSES OF BRITISH COLUMBIA

Extraordinary General Meeting
Tuesday, March 13, 2018

Anvil Centre, 777 Columbia Street, New Westminster BC

MINUTES

Present: Board of Directors

Tania Dick, President and **Chair** (arrived at 5:55 p.m. and assumed **Chair** at 6:19 p.m.)
Sally Thorne, President Elect, **Temporary Chair** (released **Temporary Chair** at 6:19 p.m.)
Maylene Fong, Director at Large
Agnes Black, Director at Large
Lori Campbell, Director at Large
Laura Colley, Regional Director, Vancouver Coastal
Marcia Carr, Director at Large
Julie Cinel, Regional Director, Interior
Sherri Kensall, Regional Director, Fraser
Mark Schultz, Regional Director, Vancouver Island
Jessy Dame, Regional District, Indigenous

Regrets: Damen DeLeenheer, Regional Director, Northern

Also Present: Sarah Fitzpatrick, Miller Thomson LLP
John F. Noonan, Registered Parliamentarian
Valerie St. John, Executive Director

Susan Campbell, Corporate Consulting, Recording Secretary

1. Traditional Welcome

Chief Rhonda Larrabee of the Qayqayt First Nation.

2. Welcome

Sally Thorne, President Elect and Temporary Chair, welcomed all members.

3. Call to Order

The Extraordinary General Meeting of the Association of Registered Nurses of British Columbia was called to order at 5:06 p.m. by the Temporary Chair of the Meeting, Sally Thorne.

The CEO of the Canadian Nurses Association, Mike Villeneuve, was introduced and addressed the Assembly.

The Head Table and Dignitaries in the audience were recognized:

Board of Directors and Executive Director

Anita Dickson, President, Licensed Practical Nurses Association of BC

Christine Sorensen, Acting President, BCNU

Cynthia Johansen, President and CEO, CRNBC

Jacqollyne Keath, President, Association of Registered Psychiatric Nurses of BC

Zak Matieschyn, Past President, ARNBC

Fiona Hutchinson, President, Nurse Practitioners' Association

Lawyer: Sarah Fitzpatrick, Miller Thomson LLP

Professional Registered Parliamentarian: John F. Noonan

4. Notice of Extraordinary General Meeting

The record notes that Bylaw 3 (3.4) requires that the membership be given not less than 14-days written notice of a general meeting. Accordingly the Assembly was advised that the Notice of Extraordinary General Meeting was sent out on February 26, 2018 and posted on the website that same day.

5. Establishment of Quorum

The Chair reported that Bylaw 4 (4.4) sets the quorum at 10-members. Accordingly, the Credentials Chair reported that the credentials of 285-voting members of the Association of Registered Nurses of British Columbia have been certified and issued voting cards to all those active voting members. Accordingly, the quorum is confirmed, present and the meeting is duly constituted.

6. Appointments

Without objection the Chair made the following appointments to serve this Extraordinary General Meeting:

Credential Chair	Jessy Dame
Scrutineers	Jacqollyne Keath (Chief), Scott Lamont, Kathleen Fyvie
Parliamentarian	John F. Noonan
Sergeant at Arms	Zak Matieschyn, Michael Sandler

7. Approval of Meeting Standing Rules

The standing rules of the meeting were presented and reviewed by the Registered Parliamentarian.

7.1 It was MOVED and SECONDED

THAT the Association of Registered Nurses of British Columbia Society adopts the standing rules for the meeting as presented.

CARRIED

2/3rds vote in favour

8. Outlining the Purpose of the Extraordinary General Meeting

Members were advised that the purpose of the meeting was to consider a Special Resolution and amend the Bylaws of the Association. Accordingly, the special resolution was read out to the Assembly.

8.1 It was MOVED and SECONDED

BE IT RESOLVED AS A SPECIAL RESOLUTION that the Bylaws of ARNBC be amended as follows:

1. Bylaw 1.1(m) "Ordinary Resolution" be amended by removing the semicolon at the end of subparagraph (ii) and replacing it with ", or" and adding a new paragraph (iii) as follows:

"(iii) a resolution passed by a simple majority of the votes cast on the resolution by electronic ballot by those Members entitled to vote;"

2. Bylaw 1.1(u) "Special Resolution" be amended by removing the period at the end of subparagraph (ii) and replacing it with ", or" and adding a new subparagraph (iii) as follows:

"(iii) a resolution passed by a majority of not less than 75% of the votes cast on the resolution by electronic ballot by those Members entitled to vote."

3. By adding a new Bylaw 4.17 as follows:

"4.17 Ballot Voting

The Board may, at its sole discretion, conduct a vote of the Active Members other than at a general meeting, by electronic ballot, provided that the Association gives each Active Member at least 14 days' notice of the text of the resolutions to be voted on, the opening and closing dates for casting a vote, and instructions on how to cast a vote by electronic ballot. For a ballot to be valid, the ballot must be cast in accordance with the instructions sent in the notice. The Association will notify the Members of the result of the electronic ballot within seven days after the closing date."

9. Approval of Special Resolution

The Members considered the special resolution and accordingly:

Members were called upon for comment on the special resolution:

Speakers - in Favour

13

Speakers - Against

13

***5:55 p.m.**

Tania Dick arrived.

9.1 Call the Question

It was MOVED and SECONDED

THAT the Association of Registered Nurses of British Columbia Society calls the question and closes debate.

DEFEATED

***6:00 p.m.**

9.2 Extend Meeting Time

It was MOVED and SECONDED

THAT the Association of Registered Nurses of British Columbia Society agrees to extend the meeting time by 15-minutes.

CARRIED

9.3 Point of Information

Clarification was provided on the purpose of debate on a special resolution.

***6:16 p.m.**

9.4 Call the Question

Discussion was terminated and the question was called.

It was MOVED and SECONDED

THAT the Association of Registered Nurses of British Columbia Society calls the question and closes debate.

CARRIED

The Credentials Chair provided an update on the number of voting members and accordingly the assembly was advised it was 284-voting members.

9.5 It was MOVED and SECONDED

BE IT RESOLVED, as a special resolution, that the Bylaws of the Association be altered by deleting and cancelling the Association’s existing Bylaws and creating and adopting the form of Bylaws attached to the notice of meeting dated February 26, 2018.

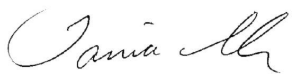
DEFEATED

***6:19 p.m.**

Tania Dick, President, assumed the Chair.

10. Closure

There being no further business to come before this assembly and without objection the Extraordinary General Meeting was declared closed at 6:27 p.m.



Tania Dick,
President

March 13, 2018



Sally Thorne,
President Elect and
Temporary Chair

March 13, 2018



Susan Campbell,
Recording Secretary

March 13, 2018