



Coastal Water Suppliers Association Annual General Meeting Minutes

Thursday April 22, 2021
1:00 pm

LOCATION: Online via Zoom

Attendance: Board Chair: Wendy Gregg,
Directors: Vern Rogers, Larry Dawe & Joe Woolls
Regrets: Director Leon Cake
CWSA Administrator, Caroline Stillingner

Members:

Braithwaite Estates Improvement District, Administrator Karen Bereczki
Cowichan Bay Waterworks District, Trustee Pete Edgar
Cowichan Bay Waterworks District, Trustee Lew Penney
Mill Bay Waterworks District, District Administrator Kim Vanderkooy
Mill Bay Waterworks District, Financial Office Assistant Janelle Kresse
North Cedar Improvement District, Administrator Jennifer Bradley

Associate Members:

Environmental Operators Certification Program, Chief Executive Officer Kalpna Solanki
MTS Maintenance Training System Inc, Office Manager Marie James

1. Call to Order

Chair, Wendy Gregg called the meeting to order at 1:04 pm.

2. Approval of Agenda

Motion by Chair, Wendy Gregg, to approve the Agenda as distributed. CARRIED

3. Approval of AGM Meeting Minutes November 19, 2020

Motion by Associate Member, Kalpna Solanki to approve the Annual General Meeting Minutes of November 19, 2020 as presented. CARRIED

4. Chairman's Report

Chair, Wendy Gregg's report was distributed to Members and Associates and accepted.

5. Approval of 2020 Financial Statements

Cowichan Bay Waterworks District, Trustee, Judi Baker reviewed, approved and reported no concerns with the 2020 financial statements.

The December 31, 2020 Comparative Income Statement 2020 and the Balance Sheet 2020 were distributed to members for review.

The year-end bank balance is \$33,616.49.

Motion by Associate Member, Marie James to adopt the Comparative Income Statement 2020 as circulated. CARRIED

Motion by Chair, Wendy Gregg to adopt the Comparative Balance Sheet 2020 as circulated.
CARRIED

6. **Constitution and Bylaw April 16, 2015 Review and Amendments**

“Special Resolution” (attached to the CWSA AGM Meeting Minutes April 22, 2021 Draft)

Discussion: The current constitution does not allow Directors who are Associates to vote at the Annual General Meeting. That the composition of Directors keeps a balance of Associate Members and Water Purveyors Members.

Motion by Chair, Wendy Gregg that Associate Members of Coastal Water Suppliers Association be granted a right to vote and the Constitution and Bylaws be amended to fulfill that purpose.
CARRIED

Bylaw Amendments: to Part 2, Section 3 and Part 4, Section 22, (1), (b).

Motion by Director, Larry Dawe that the Constitution and Bylaws for voting and composition of Directors be reviewed on the agenda at each annual general meeting.
CARRIED

Constitution Amendments:

Part 2

Motion by Chair, Wendy Gregg to pass a special resolution that Part 2 of the CWSA Constitution be revised to:

The Purposes of the Association are:

CARRIED

Motion by Chair, Wendy Gregg to pass a special resolution that the Mission Statement of the CWSA Constitution be removed.
CARRIED

Motion by Chair, Wendy Gregg to pass a special resolution that the Objectives be removed and Section 1 of the CWSA Constitution be revised to:

1. Representation

To act as the credible voice of community water purveyors on Vancouver Island, the Gulf Islands and the Sunshine Coast.

CARRIED

Motion by Chair, Wendy Gregg to pass a special resolution that Section 2 of the CWSA Constitution be revised to:

2. Education

To help members access resources to improve levels of training and education for staff and board.

CARRIED

Motion by Chair, Wendy Gregg to pass a special resolution that Section 3 of the CWSA Constitution be revised to:

3. Government Lobbying

To preserve and protect the long-term interests of its members by lobbying governments and providing input into legislation and regulations that affect our members.

CARRIED

Motion by Chair, Wendy Gregg to pass a special resolution that Section 4 of the CWSA Constitution be revised to:

4. Affiliations With Water – Related Industrial Associations

To promote cooperation and industry - wide understanding, by maintaining alliances with related organizations such as the American Water Works Association, the B.C. Water and Waste Association and others.

CARRIED

Motion by Chair, Wendy Gregg to pass a special resolution that Section 5 of the CWSA Constitution be revised to:

5. Communications

To promote stronger relationships and cooperation among members with regular communications and information sharing.

CARRIED

Motion by Chair, Wendy Gregg to pass a special resolution that Section 6 of the CWSA Constitution be removed:

6. Membership Understanding

It is an understanding that the Members of the Coastal Water Suppliers Association will adhere to the regulations and guidelines as legislated and operate in a responsible nature.

CARRIED

Bylaw Amendments:

Motion by Chair, Wendy Gregg to pass a special resolution that Part 1, Section 1 of the CWSA Bylaws be revised to:

1. (1) In these bylaws, unless the context otherwise requires:

“**directors**” means the directors of the society for the time being;

“**delegate**” means the person assigned by each full member organization to act on its behalf at general meetings of the association.

“**society**” shall mean the society known as the Coastal Water Suppliers’ Association;

“**registered address**” of a member means the member’s address as recorded in the register of members;

“**Society Act**” means the Society Act of British Columbia from time to time in force and all amendments to it.

CARRIED

Motion by Chair, Wendy Gregg to pass a special resolution that Part 1, Section 2 of the CWSA Bylaws be revised to:

(2) The definitions in the Societies Act on the date these bylaws become effective apply to these bylaws.

CARRIED

Motion by Chair, Wendy Gregg to pass a special resolution that Part 2, Section 4 of the CWSA Bylaws be revised to:

5. An eligible person may apply to the directors for membership in the society and on acceptance by the directors and payment of membership dues is a member or associate member, as the case may be.

CARRIED

Motion by Chair, Wendy Gregg to pass a special resolution that Part 3, Section 10. a) of the CWSA Bylaws be revised to:

a) Virtual meetings are permitted so long as participants have equal opportunities to hear and be heard during the proceedings.

CARRIED

Motion by Chair, Wendy Gregg to pass a special resolution that Part 4, Section 23 of the CWSA Bylaws be revised to:

A full or associate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the right of a member and that representative must be considered as a member for all purposes with respect to a meeting of the society.

CARRIED

Motion by Chair, Wendy Gregg to pass a special resolution that Part 5, Section 26. (1) of the CWSA Bylaws be revised to:

- (1) The terms for each position shall be two years, with two or three of the directors to be elected each year so as to stagger the terms. CARRIED

Motion by Director, Vern Rogers to pass a special resolution that Part 2, Section 3 of the CWSA Bylaws be revised to:

Membership of the society is made up of water purveyors and associate members as follows:

Water Purveyors are:

- Improvement Districts, Municipalities or Regional Districts incorporated under the Local Government Act or Water Act
- Private water purveyors

Associate Members are:

- Any corporation or business providing resources of support to those engaged in the delivery of domestic water supplies.
- A water purveyor in good standing is entitled to appoint one member of its board or staff to participate in the affairs of the society as a voting delegate. An associate member in good standing is entitled to appoint one member of its board or staff to participate in the affairs of the society as a voting delegate. Each voting delegate shall have one vote.

CARRIED

Motion by Chair, Wendy Gregg to pass a special resolution that Part 5, Section 28. (1) of the CWSA Bylaws be revised to:

- (1) A director whose status as a trustee or employee delegate of a member in good standing terminates, may continue as a director or officer until the conclusion of the next annual general meeting. CARRIED

Motion by Chair, Wendy Gregg to pass a special resolution that Part 5, Section 30. (2) of the CWSA Bylaws be revised to:

- (2) The administrator shall receive an honorarium, the amount of which shall be decided by the Board of Directors from time to time. CARRIED

Motion by Chair, Wendy Gregg to pass a special resolution that Part 6, Section 31. (1), item (a) be added to the CWSA Bylaws to read:

- a) Virtual meetings are an acceptable substitution for in-person meetings. CARRIED

Motion by Delegate, Karen Berezki to pass a special resolution that Part 6, Section 39. item (a) be added to the CWSA Bylaws to read:

- a) An electronic document such as a group e-mail including a resolution consented to by all directors is also valid and effective as if regularly passed at a meeting of directors. The motion to be recorded in the next set of minutes. CARRIED

Motion by Chair, Wendy Gregg to pass a special resolution that Part 11, Section 58. of the CWSA Bylaws be revised to:

A notice may be given to a member, either personally, by email or by mail to the member at the members' registered address. CARRIED

Motion by Chair, Wendy Gregg to pass a special resolution that Part 4, Section 23. "A full or associate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the right of a member and that representative must be considered as a member for all purposes with respect to a meeting of the society," of the CWSA Bylaws be removed all together.
Bylaw Amendments to Part 2, Section 3 and Part 4, Section 22, (1), (b) fulfills the composition of Directors keeping a balance of Associate Members and Water Purveyor Members. CARRIED

7. **Membership Rates**

The Membership rates 2021 were distributed and presented online to the Members. The Membership rates are as follows.

Service Connections:

1-50	\$25.00
51-100	\$40.00
101-300	\$100.00
301-500	\$150.00
501+	\$200.00

Associate Membership:
\$70.00

Discussion: no change to membership rates for several years. Membership rates contribute to monthly expenses, conference and operator training expenses.

Motion by Director, Vern Rogers to increase annual membership rates by fifteen percent (15%) rounded to the nearest dollar. CARRIED

8. **Election of one Director (two-year term)**

Expired Chair, Wendy Gregg
No nominations were presented.
Election of one Director to be presented at the annual conference 2022.

9. **Committee (gas tax grant funding)**

Cowichan Bay Waterworks District Trustee, Pete Edgar is willing to join a committee. No other Delegates names were brought forward. Chair, Wendy Gregg explained, if any members are interested in pursuing further gas tax grant funding they could contact or hire Lucas Banton, BBA, Management Consultant who spoke at the CWSA February 2021 Information Session.

The CWSA Directors said a vote of thanks to Chair, Wendy Gregg for all her work and dedication for the past two years.

10. **Motion to Adjourn**

The Meeting adjourned at 2:38 pm.

Chair

Date