

## Information on proposed changes to the MSC By-Laws as recommended by the MSC Board of Directors

The current MSC by-laws came into effect in 2006 and allowed MSC to move from an appointed Board to an elected Board.

(These can be seen at

<http://mymsc.ca/Documents/MSCBylaws.pdf> )

The process continues in that the by-laws need to be cleaned up to remove many of the one-time clauses (e.g., 4.01), to remove redundant clauses and to reflect more the way the organization functions. This is an ongoing process.

One problem we face is an onerous requirement for quorum at a Members' meeting. Currently the requirement is 50% +1 of the Class II members (Masters Clubs). This means that we would need perhaps 176 in attendance or who have lodged a proxy in order to change the by-laws. However, most authorities, such as Robert's Rules of Order, recommend a much smaller number for organizations such as ours. Further, the bylaws state that, if a Members' meeting fails due to lack of a quorum, another Members' meeting shall be called 30 days after with THOSE SHOWING UP comprising the quorum. The Board feels that, with a requirement of 30 days notice and provision for proxy voting on resolutions, the proposed change is preferable.

The Board also recommends that full electronic voting be allowed in keeping with modern practices for organizations such as ours.

The Board is recommending that the members support changes to the By-Laws which deal with these two issues and propose the following motion to the AGM scheduled for 17 May 2008;

“That the following changes to the MSC bylaw be adopted:

Additions; ***underlined, bold and italics.*** Deletions; ~~Strikethrough~~

## Section 3.06 Quorum

At all Members' meetings, a quorum shall consist of ~~the majority of~~ 20 eligible voting Class II Members who are either present or have filed with the Secretary of the Corporation a voting proxy. If a ~~majority of~~ 20 voting Class II Members are not present or have not lodged a voting proxy, the meeting shall be adjourned for one (1) month with Notice to all voting Class II Members that a second meeting is scheduled. Those voting Class II Members present or represented by proxy shall be the Quorum.

## Section 11.01 Creation, Amendments and Repeal of By-Laws

The Directors may from time to time make By-Laws not contrary to the Letters Patent of the Corporation or may formulate, amend, vary or repeal the same. Such repeals, amendments or variations must be confirmed or approved by a vote of sixty-six and two thirds percent (66 2/3% ) of the Class II Members of the Corporation **voting in person or electronically following procedures approved by Corporations Canada, or by written proxy,** at a Class II Members' meeting **duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.** “

Masters Swimming Canada's Board of Directors, April 6, 2008

Pour ces renseignements en français voir <http://mymsc.ca/AGM2008/>