



NOTICE OF ANNUAL GENERAL MEETING

Due to the Covid-19, the Face to Face AGM has been cancelled and replaced by a Virtual AGM. Virtual AGM & Conference Meeting | October 11 – 17, 2021

Notice is hereby given that the Virtual Annual General Meeting of Canadian Power and Sail Squadrons (herein called the “Corporation”) will be held October 16, 2021, at 1200 EDT on Saturday for the purpose of:

1. Receiving and, if thought fit, approving the Reports of the Officers and Committees of the Corporation.
2. Receiving the Financial Statements of the Corporation for the year ended June 30, 2021, and the report of the Auditor thereon.
3. Appointing the Auditor of the Corporation and authorizing the Board of Directors to fix the remuneration of the Auditor.
4. Electing the Directors of the Corporation. A copy of the Report of the Nominating Committee is annexed to this Notice as Schedule “A” and form’s part hereof.
5. Receiving a Notice of Special Resolution to be presented for a vote by the Members in Good Standing present at the Virtual 2021 Annual General Meeting of CPS-ECP (see Schedule B).
6. Receiving a Notice of Resolution to be presented for a vote by the Members in Good Standing present at the Virtual 2021 Annual General Meeting of CPS-ECP (see Schedule C).
7. Considering such further and other business, as may properly come before the meeting or any adjournment thereof.

Dated at Toronto, Ontario, this 23rd day of August 2021.

By order of the Board of Directors
Lynda Bennett-Retei, S
National Secretary

PRELIMINARY AGENDA [Eastern Time] VIRTUAL

MONDAY, OCTOBER 11, 2021

1200-1500 **Executive Committee Meeting**
1500-1530 **Break**
1530-1830 **Executive Committee Meeting**
1900-2100 **Educational Executive Department Meeting**

TUESDAY, OCTOBER 12, 2021

1200-1500 **Executive Committee Meeting**
1500-1530 **Break**
1530-1830 **CPS-ECP Board of Directors Meeting**
1900-2100 **Membership Committee and DMO Meeting**

WEDNESDAY, OCTOBER 13, 2021

1200-1500 **Squadron Commanders’ Meeting [CDRS & XO’s only]**
1200-1500 **District Commanders’ Meeting [CDRS & DXOs only]**
1500-1530 **Break**
1530-1730 **Joint Meeting**
1830-2130 **Membership Seminars [open to all]**

THURSDAY, OCTOBER 14, 2021

1200-1500 **D/C’s and Board of Directors Team Building**
1500-1530 **Break**
1530-1830 **CPS-ECP Board Meeting [open to all]**
1830-2130 **Education Seminars [open to all]**

FRIDAY, OCTOBER 15, 2021

1200-1300 **IT Presentation**
1300-1330 **Q/A Presentation**
1330-1400 **Break**
1400-1500 **Marketing/Communication Presentation(s)**
1500-1530 **Q/A Period**
1530-1600 **Break**
1600-1700 **Environment Presentation**
1700-1900 **Break**
1900-2200 **Awards and Friday Fun**

SATURDAY, OCTOBER 16, 2021

1200-1530 **Annual General Meeting**
1530-1600 **Break**
1600-1730 **Guest Speaker: Gaurav Shidie**
1830-2030 **Board of Directors Meeting**

SUNDAY, OCTOBER 17, 2021

1200-1500 **CPS-ECP Board Meeting**

Reserve your spot today! Registration closes October 6, 11:59 pm PST: <https://www.cps-ecp.ca/ecommerce/events/>

SCHEDULE "A"

The Nominating Committee submits herewith candidates for election to the Board of Directors in accordance with CPS-ECP By-Laws, Section 5.03 (1), at the Annual General Meeting of members to be held on Saturday October 16, 2021, virtually.

PART I: DIRECTORS OF THE CORPORATION

In accordance with Article 5.7.5(a) of the CPS-ECP Regulations, the Nominating Committee nominates the following individuals for election as Directors of CPS-ECP at the Annual General Meeting of members to be held on Saturday October 16, 2021, virtually.

Paul Bourbeau, SN

Longueil, QC
Escadrille nautique des Écluses
Cartier District

Scott Homan, S

Goderich, ON
Goderich Power and Sail Squadron
Western Ontario District

Nigel Stafford

Shediac, NB
Shediac Power and Sail Squadron
Atlantic District

Wayne Smiley

Duncan, BC
Cowichan Power and Sail Squadron
Vancouver Island North District

Luc Lussier, P

Victoriaville, QC
Escadrille nautique Le Marinier
District Cartier

Gary Clow

Chilliwack, BC
Valley Power and Sail Squadron
Pacific Mainland District

PART II: DIRECTORS OF THE CORPORATION

TERM ENDS 2023

The following Directors were elected at the Annual General Meeting of members held on Saturday October 24, 2020, virtually for a three year term and do not require re-election.

Peter Bolton, SN

Comox, BC
Cape Lazo Power and Sail Squadron
Vancouver Island North District

Lise Blais-Huot, SN

Québec, QC
Escadrille nautique Québec
District Estuaire St Laurent

Brian Reis

South Bruce Peninsula, ON
Owen Sound Power and Sail Squadron
Georgian-Trent District

TERM ENDS 2022

The following Directors were elected at the Annual General Meeting of members held on Saturday October 19, 2019, Victoria, B.C for a three year term and do not require re-election.

Robert J. Anderson, AP

Pickering, ON
Frenchman's Bay Power and Sail Squadron
York East District

Brenda Cochrane

Kelowna, BC
Okanagan Power and Sail Squadron
Western Canada Inland District

Lynda Bennett-Retei, S

Port Moody, BC
Coquitlam Power and Sail Squadron
Pacific Mainland District

Bertrand Daigle, S

Granby, QC
Escadrille nautique Champlain
District Cartier

Nicole Ladner, S

North-Vancouver, BC
North-Shore Power and Sail Squadron
Pacific Mainland District

Shirley Shea Okamoto, AP

Chilliwack, BC
White Rock, Power and Sail Squadron
Pacific Mainland District

PART III: OFFICERS OF THE CORPORATION

In accordance with Article 5.7.5(b) of the CPS-ECP Regulations, the Nominating Committee recommends the following individuals to fill positions on the Executive Committee to be elected at the first Board of Directors meeting following the Annual General Meeting.

Chief Commander (Chair of the Board)

Peter Bolton, SN

Comox, BC
Cape Lazo Power and Sail Squadron
Vancouver Island North District

National Educational Officer

Brian Reis

South Bruce Peninsula, ON
Owen Sound Power and Sail Squadron
Georgian-Trent District

National Secretary

Lynda Bennett-Retei, S

Port Moody, BC
Coquitlam Power and Sail Squadron
Pacific Mainland District

National Law Officer

Nicole Ladner, S

North-Vancouver, BC
North-Shore Power and Sail Squadron
Pacific Mainland District

**National Executive Officer
(Vice Chair of the Board)**

Lise Blais-Huot, NS

Québec, QC
Escadrille nautique Québec
District Estuaire St Laurent

**National Administrative Officer
TBD**

National Financial Officer

Luc Lussier, P

Victoriaville, QC
Escadrille nautique Le Marinier
District Cartier

Past Chief Commander

Chuck Beall, AP

Stratford, ON
Toronto Power and Sail Squadron
York West District

SCHEDULE “A” Continued

The Nominating Committee submits herewith candidates for election to the Board of Directors in accordance with CPS-ECP By-Laws, Section 5.03 (1), at the Annual General Meeting of members to be held on Saturday October 16, 2021, virtually.

PART IV: ONE YEAR EXTENSION

The Nominating Committee respectfully recommends that at the first Board of Directors Meeting following the Annual General Meeting, pursuant to By-law 5.03 3) b), the Board grant a one-year extension to each of the following Directors on the grounds that each of them, for the past 3 years, has been involved in a specific program, which, due to the pandemic, has not yet been fully completed. As each program is anticipated to be completed within the next year, the Nominating Committee believes that transferring responsibilities to a new Director could substantially delay the completion of their respective programs.

Robert Parke, AP

London, ON
London Power and Sail Squadron
Western Ontario District
(Membership)

Nancy Richards, S

Ottawa, ON
Ottawa Power and Sail Squadron
Rideau District
(IT and Rules)

SCHEDULE “B” NOTICE OF SPECIAL RESOLUTION

CPS-ECP 21.AGM.0 – SR1 (2021-10-16)

To Change the current amount of the CPS-ECP National Dues paid as a condition of membership in CPS-ECP

WHEREAS:

CPS-ECP Bylaws Section 3.01 specifies that each Member shall pay the fees and annual dues set by the Board from time to time and approved at a meeting of Members, and CPS-ECP Regulation 15.4.1 specifies that the amount of the annual National Dues may be determined by the Board from time to time and approved at any Annual or Special General Meeting of members in accordance with Bylaw 3.01,

AND WHEREAS:

Increases to the National Dues amounts must be approved by members, the Board has the authority to approve any changes to the amount of the dues/fees for squadrons and districts under CPS-ECP Regulations 15.2 and 15.3 that must be paid by Members,

AND WHEREAS:

The current amount of \$37 has not changed since 2012 while for several years, CPS-ECP has, at the national level, been experiencing declining revenues from membership and educational sources and increasing operating costs,

BE IT RESOLVED THAT:

The CPS-ECP Members in good standing approve the following amount and implementation schedule for an increase to the National Dues to be paid by Members that have been determined and set by the Board of Directors:

- Increase of \$8 from current \$37 to \$45, and
- This increase in National Dues will be effective January 1, 2022.

This increase in the National Dues is separate from any changes to the dues/fees amounts that the Board may approve for squadrons and districts, in accordance with CPS-ECP Regulations 15.2 and 15.3, during the period covered by this implementation schedule. Currently this squadron/district amount is \$15. This does not impact the specific Pacific Mainland District benefit of \$14. The total dues/fees per member is \$60 and, for Pacific Mainland District, the total is \$74.

The total dues/fees per member is \$60 and, for Pacific Mainland District, the total is \$74.

Rationale:

CPS-ECP has developed significantly since 2012. We are now governed by the federal Not-for-Profit Act which allows us to deal with governance and administrative issues more efficiently. We have significantly increased member benefits. We have a greatly expanded flare retrieval program. We have developed a program to get needed life jackets to the northern communities. We have developed new courses and new approaches to teaching. We have re-structured the National Office to provide more efficient service in both languages. All of this adds value to membership. Our dues structure should reflect this.

SCHEDULE “C” NOTICE OF RESOLUTION

CPS-ECP 21.AGM.0 – R1 (2021-10-16)

To amend the CPS-ECP Articles of Continuance to reduce the minimum number of Directors from 23 to 17

WHEREAS:

The CPS-ECP Articles of Continuance under the federal Not-for-Profit Corporations Act provide for a minimum of 23 Directors;

AND WHEREAS:

The number of submitted nominations /applications from members interested in becoming a new Director is declining and limiting CPS-ECP 's ability to ensure a continual rejuvenation of the Board membership and points of view;

BE IT RESOLVED THAT:

The CPS-ECP Members in good standing approve the amendment of the CPS-ECP Articles of Continuance under the Federal *Not-for-Profit Corporations Act* to reduce the minimum number of Directors required for CPS-ECP from 23 to 17.

Rationale:

Over the past 2 years, the number of applicants for the position of Director has decreased. In 2021, 5 eligible Members applied for a Director position. Although 4 other Members were eligible to apply for a second term as Director, they did not to do so. One Director died while in office. The Nominating Committee has recommended 5 Members for the Board of Directors to hold office for a 3-year term beginning after the October 2021 AGM, bringing the total number of Directors to 18.

The Nominating Committee's recommendation to the Board was to reduce the minimum number of Directors to 17 from 23. The number 17 was selected because it is an odd number, and it will provide for 9 Directors who are not part of the 8 Director Executive Committee. In addition, reducing the number of Directors will result in lower administrative costs when face-to-face meetings are restored.

The Board of Directors has endorsed the proposed amendment to the Articles and its submission as a Resolution to the Members for the 2021 Annual General Meeting held on October 16, 2021. This Resolution to the Membership to be approved by 50 percent plus one (1) of the eligible voting members' present at the 2021 AGM. This is not a Special Resolution requiring approval by two-thirds of the eligible voting members present as provided by the terms of the *Not-for-Profit Corporations Act*.

YEAR-END FINANCIAL STATEMENT REPORTS

The Year-End Financial Statement Reports are no longer published on paper with the Notice of the Annual General Meeting. Members can find the reports at www.cps-ecp.ca for personal printing.

The following documents are available:

- Year-end statement
- Auditor's report
- Statement of Financial Position
- Statement of Operations
- Statement of Change in Assets
- Statements of Cash Flow
- Notes to Financial Statements

If you are unable to obtain those reports from our web site, they can be sent to you by email, free of charge. Should you still elect to receive a printed copy by mail, a prepaid handling and postage fee of \$5.00 will apply. Please make your request to Liudmila Nikolaeva at our National Office.

- Phone: 416-293-2438 ext. 0160 or 1-888-277-2628 ext. 0160
- E-mail: hqg@cps-ecp.ca



**JOIN US
OCTOBER 28 TO 30 2022
IN TORONTO, ON**