

DIXIE SOCCER CLUB

2020 AGM MINUTES

Date: Wednesday March 31, 2021

Time: 7:00pm

Location: DSC ZOOM session

Meeting called by:	DSC Board of Directors	Type of meeting:	Annual General Meeting
Facilitators:	William Hay (PHSA) Lino Almeida (DSC) Robb Kennedy (DSC)	Note taker:	Fatima Russell Angela Malvaso

Minutes

Agenda item: Welcome **Presenter:** William Hay

William Hay opens the meeting by welcoming all and advising that he was asked by the Dixie SC Board of Directors to chair the Annual General Meeting on behalf of the club.

William explains to all in attendance that electronic meetings are somewhat different than in-person meetings that most attendees are used to.

Few Housekeeping items:

1. All attendees are to remain muted, use the raise hand icon, and await the chair to call upon prior to unmuting mic to speak.
2. For general matters, the 2020 AGM is being recorded.
3. William reviews that in all simple motions, the negative option will be used. Attendees will be asked if there are any objections to the motion in questions, seeing none the motion will be carried.

Request for Mover & Secunder to accept these housekeeping items and electronic meeting platform due to COVID restrictions/emergencies.

- Mover: Catherine Adebajo
- Secunder: Allan Schultz

Discussion on motion – No objections therefore motion is carried.

William introduces Colin Preddie, Vice President of PHSA. Colin will be joining in on the 2020 AGM as an observer and witness to the DSC Annual General Meeting 2020. It is required that all sanctioned clubs within PHSA have a member of the district present at their AGM's.

Colin says hello to all in attendance and thanks William and the DSC Board members for inviting him and allowing him to be an observer for the meeting.

Agenda item: Roll Call

Presenter: Fatima Russell

William requests a Credentials Report from Fatima Russell, Club Secretary of the Board

Fatima confirms the following.

- # of voters present on the ZOOM meeting = 43
- # of proxy forms/votes submitted for validation to PHSA = 35
- # of total votes = 78
- 2/3 majority votes = 52

Agenda item: President's Address

Presenter: Lino Almeida

Lino welcomes all in attendance and thanks all the coaches, managers, staff, and Board Members. The President's Address is available for review by emailing the Club Secretary.

William: Motion to approve the President's Address

- Mover: Dianne Cieplik
- Seconder: Craig Mottram

William: Any objections to the receipt of the President's address – seeing none the motion is carried.

Lino advises that there is no further Director's report aside from the Treasurers report for the 2020 fiscal year due to COVID.

Agenda item: Review of 2019 AGM Meeting Minutes

Presenter: William Hay

William advises attendees that a copy of the DSC 2019 AGM minutes was emailed out by club to all attendees for review prior to the meeting commencement. All were asked to take a few moments to review the minutes.

William: Motion to approve the DSC 2019 Annual General Meeting minutes for fiscal year ending September 30, 2019.

Anyone opposed to the adoption of the DSC 2019 AGM minutes – seeing none the motion is carried.

Agenda item: Treasurer's Report

Presenter: Robb Kennedy

Robb Kennedy presented a report detailing the Club financials for the 2020 Fiscal year. A copy of the Treasurer's Report is available for review during in-person meeting at club. To schedule a meeting, when permitted, please email Robb directly.

Motion to Approve Treasurer's Report: Mover: Teresa Robitaille / Seconder: Angelo Lepore
Any objections to the Treasurer's Report – seeing none, the motion is carried, and report is received.

Dino Bernardo – Q: Robb, what was the total loss with the government assistance received? Did the club report a loss after the government subsidies?

Robb Kennedy – A: Only wage subsidy has been received prior to the end of September 2020. After Rent and Property Tax subsidies have been received the club is spending \$5-6k per month.

Williams reminds all attendees that for purpose of discussion this meeting pertains to business for period of October 1, 2019, to September 30, 2020.

Agenda item: Auditor's Report

Presenter: Robb Kennedy

Robb Kennedy informs attendees that an audited report has not been completed for the 2020 fiscal year. Garry R. Landa has closed the business due to illness. The club is in the process of appointing a new auditor.

Audit was not done for the following reasons:

- DSC lost the ability to run Bingo due to covid. Bingo halls have been closed since March 2020. Due to this closure, the City of Mississauga does not require an audited statement.
- Under current circumstances, PHSA did not require an audited statement as DSC fell under the OS threshold.

Robb stated that at the present time the Board is talks with Ayala Enterprises, a chartered accounting firm. The firm is in Woodbridge, Ontario and has come recommended by a former member of the club.

William reminded the Board that when an auditor is organized the Board will have to seek approval of auditors from the membership.

Marc Magraken – Q: When 2021 audit is done, will there by a retroactive audit completed for 2020 as well?

Robb Kennedy – A: No, we are not mandated to complete an audited report for 2020 fiscal year as the club reported a loss.

William Hay – A: Ontario Soccer has different thresholds where clubs are required to comply. Many clubs in 2020 did not meet the minimum requirement and required only a report from the Treasurer.

Motion to Approve Auditor's Report: Mover: Dianne Cieplik / Seconder: Lino Almeida

Agenda item: Appointment of Auditors **Presenter:** Robb Kennedy
Will be presented to membership once organized by the Board of Directors.

Agenda item: Unfinished Business **Presenter:** William Hay
No unfinished business to discuss or report.

Agenda item: Amendments to Club By-Laws/Constitution **Presenter:** William Hay
Angela Malvaso

Proposed amendments to the Club Bylaws/Constitution were emailed out for review to the membership prior to the meeting commencement. William appoints Angela Malvaso as Reporting Secretary for the proposed amendments to the Bylaws.

Amendment #1 (page 2) – please refer to DSC Bylaws – Amendments for approval document.
Motion to approve amendment – Mover: Lino Almeida / Seconder: Dianne Cieplik
No discussion on amendment – seeing none, the motion to accept amendment is carried.

Amendment #2 (page 5)
Duties of Vice President section- please refer to DSC Bylaws – Amendments for approval document.
Motion to approve amendment – Mover: Leo Campanella / Seconder: Lino Almeida
No discussion on amendment – seeing none, the motion to accept amendment is carried.

Amendment #3
Duties of Treasurer section - please refer to DSC Bylaws – Amendments for approval document.
Motion to approve amendment – Mover: Lino Almeida / Seconder: Teresa Robitaille
No discussion on amendment – seeing none the motion to accept amendment is carried.

Amendment #4
Duties of Recreational Soccer, Youth & Senior section – please refer to DSC Bylaws – Amendments for approval document.
Motion to approve: Mover: Marc Magraken / Seconder: Lino Almeida
No discussion on amendment – seeing none the motion to accept amendment is carried.

Amendment #5

Duties of Director @ Large, Discipline – please refer to DSC Bylaws – Amendments for approval document.

This position and write-up is being removed from the Bylaws due to a Director not being permitted to handle club discipline.

Motion to approve: Mover: Dianne Cieplik / Seconder: Marc Magraken

No discussion on amendment – seeing none the motion to accept amendment is carried.

Amendment #6

Quorum of Members

Motion to approve – Mover: Lino Almeida / Seconder: Dianne Cieplik

No discussion on amendment – seeing none the motion to accept amendment is carried.

Amendment #7 (page 6)

Contracts section

Revision of position title – Technical Lead changed to Technical Director

Motion to approve – Mover: Dianne Cieplik / Seconder: Lino Almeida

No discussion on amendment – seeing none the motion to accept amendment is carried.

Amendment #8

Annual and Other Meetings of the Members

Motion to approve – Mover: Dianne Cieplik / Seconder: Lino Almeida

No discussion on amendment – seeing none the motion to accept amendment is carried.

No further proposed amendments to be reported.

Agenda item: 2nd Roll Call

Presenter: Fatima Russell

William requests a Credentials Report from Fatima Russell, Club Secretary of the Board

Fatima confirms the following.

- # of voters present on the ZOOM meeting = 37 voting members present
- # of proxy forms/votes submitted for validation to PHSA = 35
- # of total votes = 72
- 2/3 majority votes is no longer required for election purposes.

William reiterates that the proxy forms were submitted by 6pm on Tuesday March 30th into the Board Secretary and sent to PHSA with Club Registration database. As per Club Bylaws, voting by proxy is permitted.

William advises attendees that names of members who submitted proxy forms does not need to be released. Generally, not a procedure one would confirm. Proxy voting is a requirement in the Bylaws.

Agenda item: Board of Directors Job Descriptions

Presenter: William Hay

It is usually a requirement in Club Bylaws that job description of Board positions is read out to AGM attendees. To move forward with the meeting, and the fact that job descriptions were reviewed during the proposed amendments to Bylaws, William puts forth a motion to approve not reviewing the job description of Board Member roles.

Motion to approve: Mover: Lino Almeida / Seconder: Teresa Robitaille

Motion to suspend reviewing of job profiles is passed.

Agenda item: Election of Directors

Presenter: William Hay

William outlines the election process and asks Patty Grassam to explain the voting system being used to complete the election. Patty advises voters that voting will be completed electronically by Simply Voting, when results are tabulated, a report will be certified by Simply Voting President and emailed to William for announcement.

William announces positions up for election for the 2020/2021 term:

Vice President, Treasurer, Director of Recreational Soccer, Youth & Senior

Nominees for Vice President: Kevin Bowser (incumbent), Leo Campanella, Allan Schultz

Kevin Bowser has graciously declined his nomination for the position of Vice President.

William asks in reverse order, if the VP nominees are prepared to stand for election for the position of Vice President for a 2-year term.

- Allan Schultz responds yes
- Leo Campanella responds yes

Nominees for Treasurer: Robb Kennedy (incumbent), Matt Downer

William asks in reverse order, if the VP nominees are prepared to stand for election for the position of Treasurer for a 2-year term.

- Matt Downer responds yes
- Robb Kennedy responds yes

Nominees for Director of Recreational Soccer: Leo Campanella, Garry Robitaille, Catherine Adebajo, Craig Mottram

William asks Leo Campanella to state his intentions. Leo Campanella confirms that he will be declining his nomination for Director of Recreational Soccer and would like to carry his nomination for Vice President.

William asks the remaining Director of Recreational Soccer nominees if they are prepared to stand for election for a 2-year term.

- Garry Robitaille responds yes
- Catherine Adebajo declines the nomination for Director of Recreational Soccer
- Craig Mottram responds yes

William instructs Patty to remove the declined nominations for Vice President (Kevin Bowser), and Director of Recreational Soccer (Leo Campanella and Catherine Adebajo) from the Simply Voting system prior to sending out voting link to voting members.

William informs voting members that Patty Grassam and Lori Di Matteo, staff members of PHSA, have been appointed proctors of the election. They will report back to William on the tallied vote certification once voting has closed. Who votes for who is not reported or recorded in any way?

Geoff Raybould – Q: William, can you confirm that members who submitted a proxy form had to be registered by the same deadline as the voting members that logged on for meeting.

William Hay – A: For-profit and Non-for-Profit organizations have specified dates/deadlines in their Bylaws regarding proxy voting. As per the DSC Bylaws, proxy forms were to be submitted into the DSC Board Secretary 24 hours prior to the AGM.

William confirmed that all proxy forms were submitted into PHSA for validation at 6pm on March 30, 2021, 25 hours prior to the 2020 AGM.

Patty advises William that election has completed and that results of election will be emailed to William Hay for announcement.

William congratulates all individuals who were nominated and elected and provide guidance on the responsibility that is involved in holding a board position within a soccer club.

William Hay announces the results of the election to the AGM attendees:

Vice President – elected Leo Campanella

Successful with a vote of 71.8% - no abstentions or spoiled ballots

Treasurer – elected Robb Kennedy

Successful vote of 70.4% - no abstentions or spoiled ballots

Director of Recreational Soccer, Youth & Senior – elected Garry Robitaille

Successful vote of 69.0% - no abstentions or spoiled ballots

Agenda item: Other Business

Presenter: William Hay

William extends his congratulations to all returning and elected board members, and thanks everyone for their participation in the 2020 AGM.

Seeing as there is no other business to be discussed, William puts forth a motion to adjourn the meeting.

Motion to Adjourn the meeting – Mover: Lino Almeida / Seconder: Craig Mottram

No objections to the motion, therefore motion is passed.

Meeting is adjourned.