

KWSL

ANNUAL GENERAL MEETING

November 05, 2015

UPSTAIRS MEETING ROOM, KYSA

CALL TO ORDER 7:05 PM

Executive present – Annette Hanna, Lindsey Piggin, Christine Feere, Christina Poirier, Tracey Epp, Abbey McAuley . Annette Hanna (as Vice President) will be chairing the meeting

Executive absent – Gale Forbes, Lindsay Stobbe, Leah Flor

Teams represented – Duffy’s, Skilltech, Hubz, Earls, Dunes, Con Hawks, Ronik, City Center Auto, DW Builders, Four Star, Middleton, Ruckers, Fresh is Best, Danchuk, United, Houle Electric,

Teams absent (and subject to fine) – RiverCity Rebels, HammerShows, ICE, Mainstreet, Kelly O’s,

AGENDA –

a) Roll Call

b) Acceptance of 2014 KWSL AGM minutes

Cathy Killough made the motion to accept the minutes. Deb Piggin seconded. Motion carried

c) Executive Reports

Lindsey Piggin (Website) – Lindsey thanked everyone for working to make her two year term very nice and appreciates the support.

Christina Poirier (Rec Liaison) – Christina thanked the Executive for their support and the Team Reps for contributing to make it a great year.

Christine Feere (Scheduler) – Acknowledged that she had a rocky start to her job but it did work out finally. She apologizes but it was hard to get into the position so late. She appreciated that the communication was awesome. She tried very hard to make sure that teams all equally shared bad fields and she sees now that Friday night make up games don’t really work. She’s listened to all the feedback regarding playoffs and will try to make those changes next season. She is confident that next year will be great.

Abbey McAuley (Div 1 Liaison) - “First, I’d like to congratulate DW Builders and Middleton on your success in the season. We’ll start with what went well: - Very understanding during my first year - thank you for being so patient as I learned the new position, and thank you to the executive for the help! - Adapting to all the hiccups: not easy to do, but teams were very understanding. - Even with everything we faced this year with cancellations and field changes, we had an exciting season and a more exciting playoffs! What didn't go well: - Communication was difficult at times - email communication more specifically faced troubles, but phone communication was an appropriate

substitution when and where we could. - Game Cancellations - a bit of a scramble this year to make sure all parties that needed to know knew, but we did our best to let everyone know. - Drafts - we had low numbers in the draft, but tried to be as accommodating as possible. We made sure we exhausted all avenues for promoting the draft and asked players to move when we saw fit. Communication with the draftees between myself and teams was difficult at times when placing them on a new team. Overall, I would just like to gently remind everyone that the binder has a great reference section for lines of communication. When you have questions please refer to this or ask me! To close, thanks again for a great year! Looking forward to the next.”

Annette Hanna (Vice President) - It's been an extremely tough and time consuming year for the Executive. That's not necessarily a bad thing. We had many tough decisions to make on behalf of the league. Historically, there's been a number of decisions made, some before the Constitution and some after, but a lot of the rules were flexed with the best and positive intentions. But what we found that not all teams were treated the same over time. Decisions made one year for one team may not be the same decision in another year for another team with a different Executive. This year we chose to take the emotions and politics out of the decisions and look specifically to the Constitution for direction. The rules exist, they just need to be applied. Unfortunately, this wasn't always popular. When teams were faced with decisions regarding themselves, emotions came in to play and logic and reason seemed to go out the window sometimes. I personally don't necessarily like or agree with everything in the Constitution but I know two things; everyone here, including myself, has the ability to propose changes to the Constitution (prior to the AGM of course) and that the rules in place were put there for a reason. But, if I don't understand why those rules are in place or are not familiar with the rules I shouldn't be angry with the people tasked to implement the rules. I can't tell everyone that every decision the Executive made was the right one because that's a bit arrogant and short sighted. But, every decision was well thought out and discussed at length. This year wasn't all bad, we accomplished in what we were trying to do in creating equality for everyone. It was a pleasure to work with and for a great bunch of people. I'm grateful that most of us escaped the year without game ending injuries. We had a great windup party that celebrated the successes of the year and allowed us to honour a member we lost this year. We heard more good than bad. In the end we got to play the game we all love and that's what really matters.

d) Treasurer's Report

Tracey Epp – The financial statement was available for all attendees and is attached to these minutes.

Tracey would like to thank the Executive and especially Annette for her help as she knew very little going in. Revenue is our assets from registration fees (mostly) plus this year we received a donation from the Daykin family. If you look to the bottom of the report you'll see that the league experienced a loss (\$4641.73) this year. The added expenses came from having more games (adds field and ref costs) plus we tried to subsidize the wrap up party ticket prices to encourage more players to come.

e) Other Reports - None

f) Correspondence – See attached letter from Scott Huyghebaert

g) Old Business – Follow up regarding Compassionate Fund, Awards Gala Celebration, Fall Ball

Compassionate fund – Annette Spoke to the compassionate fund. The idea that came from Ali Campmans and Leah Faraday was an extremely thoughtful idea from the heart. We recognize that and that shouldn't be lost. After the meeting we decided to seek legal advice on how to proceed. We were looking for what might the fund look like, how could we administer it, how could we set it up. It was in our best interest to have legal advice because this was an entirely new venture and we needed to anticipate potential problems before they occurred. You can see from the letter (attached) from the lawyer that he suggests a compassionate fund is not a good idea in that it's illegal to use money received in trust for other things. On a personal level we could all make a conscious effort to support one another regardless of what team is involved.

Ali Campmans asked how this advice might affect the bursary the KWSL annually awards. Bursaries are a common practice with Societies and this advice won't affect it at all. Bursaries are not considered donations as a compassionate fund is. We shouldn't be involved with asking for personal information from others in the community. Paula Williams confirmed this.

Jo McKenna – pointed out that she understood that the Executive wasn't comfortable with making a one-off contribution towards Colin's fund and therefore suggested the creation of a compassionate fund. Annette explained that the entire conversation came from the members. The Executive made no decision. KWSL did donate the funds we received from Soccerquest for the use of our name to operate a beer garden at a tournament towards Colin's fund.

Ali Campmans asked if we could add a voluntary fee to the registrations to ask if people wanted to contribute to a fund they could. It is possible but there are better ways to donate.

Amy Anderson suggested that social media is a better way to accumulate donations,

Ali Campmans was concerned that every other league in town contributed to the fund for Colin and (she thinks) KWSL didn't. We agree that it was a nice idea but we've never done it in the past. We didn't donate when we lost our own members. Our mandate needs to be focused on running a soccer league and stay away from social services.

Annette asked if there were any further questions to Scott Huyghebaert letter, there were no further questions

The Awards night Wrap up party was a fun night. There were 130 people plus three members from Dawn's family. The feedback has all been noted and we hope to incorporate all the great ideas next year. Another party next year really can't go forward without volunteer help from members, this year we found there was too much work that fell to the just the few working on the committee.

Amy Anderson thought that when we did field-side awards it brought more people to watch the final game. She thought it was a bit lonely playing in the final with no others there. She liked having the trophy there for a team picture.

Trish Meacher – suggested that the other consolation games in the round robin not be scheduled the same night as the final so that teams could go watch (as they wouldn't be playing).

Ali Campmans - the format of the playoffs contributed to teams not being able to be present at the final game. Annette noted that teams at the beginning of the season asked that the season be extended with

extra playoff or consolation games. In the end, those extra games are why teams were busy the night of the final game. The teams voted at the meeting in February and the schedule reflected their wishes.

The MVP prizes for players that weren't present at the Awards night are available tonight. Please take.

Fall Ball - It was quite a letdown this year. Last year over 100 people registered and this year there were only 36. No more than 8 showed up each game day. In the spring we'll set up a survey to see how to make fall ball better for those that want to play. The survey should include all options including field size, skill level, days of play etc. Fall ball is usually a good way to find new players (new to playing or new to town). Without Fall ball we lose the potential of those new people.

(Someone) asked how we advertised Fall Ball. It was on Facebook, our website, the Parks & Rec fall guide, the newspaper and on radio and the reps were told. That covers all the ways to advertise.

Team movement – utilizing standings, there is no need to move any teams at all. TLFC has indicated that they will fold and we expect a new team to register into the Rec division.

DOOR PRIZE

h) Amendment Consideration – none

i) New Business – Ratification of New Society and Name

When we went to see Scott about the compassionate fund he asked why we weren't a registered society. He explained that liability extends to every single member if we aren't incorporated as a Society. Therefore, if anyone had taken exception to anything in the past, every single member of KWSL would be liable. The decision to follow through with that change was made immediately once we knew. Subsequently BC Soccer put out the mandate that all partners had to be a registered society by the end of 2015 to maintain their affiliation with BC Soccer. Not maintaining our affiliation is not an option.

Not a lot will change as we become a Society instead of just KWSL. Instead of voting in people to do specific jobs, we will be voting in a board of directors who will then sort out the jobs amongst themselves. Our board will have 10 members (9 positions and an "at large" extra) Scott divided our constitution into 2 phases - Rules & Regulations and Bylaws. The Bylaws are items that fall into the legal (mostly) category that you would probably not make changes to. For example, player age, women only. To change Bylaws a 75% in favour vote must take place. The other portion is the Rules & Regulations and they require a 51% in favour vote to change. They deal more with the running of the group. Scott with Paula's help divided these.

Marie Finch asked for clarification – 51% and 75% of the league or of the people present at the meeting is required. 51% and 75% votes in favour of the members present are required.

Ali Campmans went through the documents and spotted changes and wonders if we're going to go through the document. Changes to the document tonight are not possible. Any changes to the document are probably an oversight and we can follow up with the points Ali noticed prior to registering.

1 – No member shall hold more than one position on the executive, 2 – (possible) appeal fees are to be added to bursary amount handed out.

Trish Meacher wants to know how Directors are chosen. They'll be voted in tonight. Scott suggested that the Executive members that have not yet completed their regular two year term stay on in their positions so that the new Board has some previous Executive members on it. There are 4 executive members whose term will roll over. Current executive members willing to run again are Gale, Lindsay Stobbe and Abbey McAuley. Lindsey Piggan and Leah Flor will not be seeking re-election.

Ali Campmans asks what happens if more than one person is interested in a position how would that be handled. That might be nice to see happen but if it does, the board will decide. Ali also asked what the 10th Director will do and Annette explained that the extra person will be an At Large Director to fill in where required.

Abbey McAuley made the motion to accept the motion as presented. Jacqui Powers seconded.

Jo McKenna repeats that it's a good idea to move to a Society. She disagrees that rolling over the current executive is not the way to go. She thinks all 10 positions should be available to vote on.

Jacqui Powers asks about when the directors have to be elected? Tonight.

Trish Meacher asks if we can nominate people, not present. If we can talk to them by phone they can be considered. Or, by written notice prior to the meeting.

Ali Campmans asks if it will be automatic that some Executive members will roll over into the position of Director. Paula Williams noted that it makes great sense to keep the continuity *and* to bring in new members. That's why the expiry of the terms of the positions are on alternate years. You don't want 10 new people trying to reinvent the wheel.

Discussion closed

Voting – 32 in favour, 0 abstained, 0 opposed

NEW Business –

Sandy Blacquerie - spoke to her former team's struggle to change. She requests that team movement be determined on the roster submitted in February as opposed to the current rule about looking at standings only. At the last AGM we discussed self-selection at length and the motion was defeated. The current rules indicate that the standings be considered only.

Discussion became very emotional with many people talking over another.

Further discussion on this matter cannot be part of the AGM because it isn't on the agenda. If people want to stay after the meeting is closed to discuss, we can do that but business must take precedence.

2x DOOR PRIZES

Abbey McAuley asks that respectful discussion occur after the meeting with hands up so that she can take proper notes.

j) Elections – Board of Director Elections

We are looking for a minimum of three new board members nominated. We'd like to see more Open division players put forward.

Trish Meacher is nominated by Kelly Beltrano and she accepts

Loredana Gough is nominated by Ali Campmans and she accepts

Veronica Kernaghan is nominated by Tracey Epp and she accepts

No other nominations come forward so the Board will include ~

Annette Hanna, Lindsay Stobbe, Tracey Epp, Christina Poirier, Christine Feere, Gale Forbes, Abbey McAuley, Veronica Kernaghan, Trish Meacher and Loredana Gough

DOOR PRIZES x2

HALF SEASON FEES WON BY CARRIE JOUDREY

FULL SEASON FEES WON BY JESSICA HAWKINS

Meeting closes at 8:10 pm

KWSL SOCIETY

BOARD MEMBERS

November 19, 2015

POSITION	NAME
PREZ	ANNETTE HANNA
VICE PREZ	LINDSAY STOBBE
SCHEDULER	CHRISTINE FEERE
TREASURER	TRACEY EPP
REC LIAISON	CHRISTINA POIRIER
DIV 1 LIAISON	ABBEY MCAULEY
DIV 2 LIAISON	LOREDANA GOUGH
SECRETARY	VERONICA KERNAGHAN
WEBSITE	TRISH MEACHER
AT LARGE	GALE FORBES

Morelli Chertkow LLP LAWYERS

John M. Hogg, Q.C. Leigh A. Pedersen Scott E. Huyghebaert
Lori A. Ottem Elizabeth A. Harris* Rachel R. Lammers*
Kevin F. Church Karen N. Schymon Gillian K. Oliver
Ben van der Gracht Ryan M. Schubert



* Denotes Personal Law Corporation

Retired:
Rudy Morelli Q.C.

Established 1911

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May 20, 2015

Leah Flor
Suite 330 -301 Victoria Street
Kamloops, BC V2C 2A3

Dear Ms. Flor:

Re: League Fees – Incorporating a Society

I write further to the meeting we had April 17, 2015. I apologize for the delay in getting this letter to you.

When we met, you asked me to confirm my advice to you regarding two matters. First, the advisability of donating any league player fees or reserve funds to any “compassionate fund”. Second, the advisability of incorporating your league as a Society (a not for profit corporation).

On the first matter, the executive receives league fees in the capacity of what is legally known as a fiduciary. A fiduciary is someone who holds a position of trust or who receives property (in this case money) on the basis of trust. In this case, the nature of the trust is to use the money for the purposes of the operation of the league. Any use outside of that could be seen as a breach of the fiduciary duty of any executive member who participates in the decision to use those monies for another purpose (including a donation to a compassionate fund). It would not matter that the donation was approved by a majority of the members of your league. An objection by a single member (or perhaps even a past member if there is an accrued fund) could result in personal liability for the executive member.

On the second matter, I confirm my suggestion that your league should incorporate. It offers protection primarily for the executive members, but also the individual players. Without the formality of an incorporated entity (like KYSA or KRSL) your league is just a group of individuals acting together. Each of the members, but especially the executive members could potentially be held responsible for the acts of any other member. The incorporation of a Society allows the executive a level of personal protection. The Society would be the entity that would be responsible

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(other than for criminal acts of the executive or breaches of fiduciary duty) rather than the executive members personally.

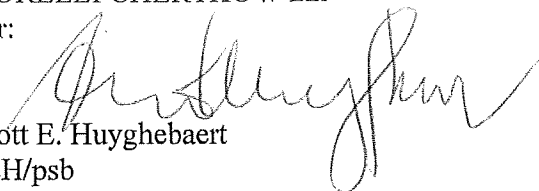
The costs associated with being incorporated are not significant. The cost of incorporation is approximately \$800.00, with an annual maintenance cost of approximately \$160.00.

I hope you find this helpful.

Yours truly,

MORELLI CHERTKOW LLP

Per:


Scott E. Huyghebaert
SEH/psb

KAMLOOPS WOMEN'S SOCCER LEAGUE
BALANCE SHEET
FOR THE PERIOD ENDING OCTOBER 31, 2015

ASSETS

Bank Balance - Bank of Montreal	\$ 54,044.68
- Less bonds	<u>-6,925.71</u>
Total	<u>\$ 47,118.97</u>

TOTAL ASSETS **\$ 47,118.97**

LIABILITIES

Funds committed to indoor facility	10,000.00
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TOTAL LIABILITIES **\$ 10,000.00**

EQUITY

Current Earnings (Loss)	-4,641.73
Retained Earnings	<u>41,760.70</u>
Total Equity	<u>\$ 37,118.97</u>

TOTAL EQUITY **\$ 37,118.97**

LIABILITIES & EQUITY **\$ 47,118.97**

KAMLOOPS WOMEN'S SOCCER LEAGUE
INCOME STATEMENT
FOR THE PERIOD ENDING OCTOBER 31, 2015

REVENUE

Income

Annual Fees	\$ 76105
Less AGM - Award Discounts	-225
Less KWSL Executive Fees	-900
Total Annual Fees	\$ <u>74980</u>

Indoor Insurance	\$ 80
Donation from Daykin/Naylor Family	1000
Fines	480
Appeal	50
Other	793
Total other income	\$ <u>2403</u>

TOTAL REVENUE **\$ 77383**

EXPENSE

Expenses

Advertising	\$ 1943.79
BC Soccer Insurance	10703.34
Bursary	650
Equipment	2925.11
Field Rentals	15571.62
Meetings & Hospitality	439.8
Office & Postage	375.97
Playoff Awards	1621.94
Referees	43320
Website	568.99
Bank Charges	102.71
Donations	826
Old bond paid out (Mainstreet)	250
Banquet	2725.46
Total	\$ <u>82024.73</u>

TOTAL EXPENSES **\$ 82024.73**

NET INCOME (LOSS) **\$ -4641.73**